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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 144386 83648A  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 65.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 24, 2003

ORDER TIME : 1:41 PM

ORDER NO. : 144386-020

CUSTOMER NO: 83648A

CUSTOMER: Michael Heidt, Esq  
Michael P. Gable, Esq  
Suite 735 S  
4000 Hollywood Boulevard  
Hollywood, FL 33021

ARTICLES OF MERGER

OCEAN DRIVE MANAGEMENT &  
CONSULTING, INC.

INTO

OCEAN DRIVE MANAGEMENT &  
CONSULTING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFICATE OF STATUS  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT.1155

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Ocean Drive Management & Consulting, LLC 5700 Collins Avenue, Suite 8H Miami Beach, FL 33140	Florida	Limited Liability Company

Florida Document/Registration Number: L03000018698

FEI Number: 58-2672195

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. Ocean Drive Management & Consulting, Inc. 5700 Collins Avenue, Suite 8H Miami Beach, FL 33140	Florida	Profit Corporation

Florida Document/Registration Number: P94000085967

FEI Number: 59-0541326

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ocean Drive Management & Consulting, LLC 5700 Collins Avenue, Suite 8H Miami Beach, FL 33140	Florida	Limited Liability Company

Florida Document/Registration Number: L03000018698

FEI Number: 58-2672195

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

Prepared By:  
Michael Heidt, Esq.  
Fla. Bar No. 435414  
4000 Hollywood Blvd., Suite 735 South  
Hollywood, Florida 33021  
(954) 966-2501

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a member of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**SEVENTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**NINTH: SIGNATURES FOR EACH PARTY**

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Ocean Drive Management  
& Consulting, LLC

by: \_\_\_\_\_

Thomas M. Kann, Managing Member

Ocean Drive Management  
& Consulting, Inc.

by: \_\_\_\_\_

Thomas M. Kann, Director, President  
Shareholder

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Fla. Bar No. 435414  
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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ocean Drive Management & Consulting, LLC	Florida
Ocean Drive Management & Consulting, Inc.	Florida

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**SECOND:** The exact name, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ocean Drive Management & Consulting, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

- A. The Articles of Organization of Ocean Drive Management & Consulting, LLC, in effect immediately before the Effective Date of the Merger ("Effective Date"), shall, without any changes, be the Articles of Organization of surviving party, from and after the Effective Date until further amended as permitted by law.
- B. On the Effective Date the separate existence of Ocean Drive Management & Consulting, Inc. shall cease and Ocean Drive Management & Consulting, LLC shall be fully vested in Ocean Drive Management & Consulting, Inc.'s rights, privileges, immunities, powers and franchises and subject to its restrictions, liabilities, disabilities and duties all as more fully particularly set forth in §607.1106 Fla. Stat.
- C. If at any time after the Effective Date, Ocean Drive Management & Consulting, LLC shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Ocean Drive Management & Consulting, LLC or officers of Ocean Drive Management & Consulting, Inc., as the case may be, whether past or remaining in office, shall execute and deliver on the request of Ocean Drive Management & Consulting, LLC, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Ocean Drive Management & Consulting, LLC, or otherwise carry out the provisions of this Plan.

- D. On the closing, as provided in this Plan, Ocean Drive Management & Consulting, Inc. and Ocean Drive Management & Consulting, LLC, shall cause their respective members and officers to execute Articles of Merger and on such execution this Plan shall be incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Ocean Drive Management & Consulting, LLC to the Florida Secretary of State. In accordance with Florida Statutes, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles.
- E. Any of the terms or conditions of this Plan may be waived at any time by one or more of the constituent entities, which is, or the shareholders which are, entitled to the benefit thereof by action taken by the members or Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders or members of the constituent entities by an agreement in writing executed in the same manner (but not necessarily by the same person) or at any time thereafter as long as such changes are in accordance with Florida Statutes.
- F. At any time before the Effective Date (whether before or after the filing of the Articles of Merger), this Plan may be terminated and the merger abandoned by mutual consent of the Board of Directors of Ocean Drive Management & Consulting, Inc. and the members of Ocean Drive Management & Consulting, LLC, notwithstanding favorable action by the shareholders or members of the respective constituent entities.

#### **FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
1. On the Effective Date, each share of Ocean Drive Management & Consulting, Inc.'s common stock that shall be issued and outstanding at that time shall, without more, be converted into and exchanged for one membership unit of Ocean Drive Management & Consulting, LLC in accordance with this Plan. Each membership unit of Ocean Drive Management & Consulting, LLC that is outstanding on the Effective Date shall continue as outstanding.
  2. All membership units of Ocean Drive Management & Consulting, LLC into which shares of Ocean Drive Management & Consulting, Inc.'s stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
- B. The manner and basis converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

**FIFTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) or managing members are as follows:

Thomas M. Kann  
5700 Collins Avenue, Suite 8H  
Miami Beach, FL 33140

**SIXTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**SEVENTH:** Other provisions, if any, relating to the merger:

N/A

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INLAND SUBS. FLORIDA

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