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SEP 30 2003 14:28 HP LENSET 3200  
Division of Corporations

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**L03000034219**  
**(6)**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

*merger 9/30*

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

**MJH**

To:  
Division of Corporations  
Fax Number : (850) 205-0390

From:  
Account Name : WEBSTER & PARTNERS, P.L.  
Account Number : I20000000284  
Phone : (407) 691-0500  
Fax Number : (407) 691-0501

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**L03-34219**

**MERGER OR SHARE EXCHANGE**

**SB JAX, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$105.00

*77.50*

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Department of State 9/29/2003 4:08 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 29, 2003

SB JAX, LTD.  
P.O. BOX 2310  
WINTER PARK, FL 32790-2310

SUBJECT: SB JAX, LTD.  
REF: A32833

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We have two SB JAX, LLC, therefore, you must provide the document number of the surviving entity.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

FAX Aud. #: H03000286366  
Letter Number: 603A00053606

Sep-30-03 11:36A

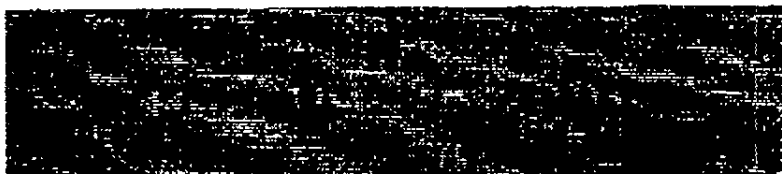
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Division of Corporations

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Certificate of Status



Certified Copy



Page Count



Survivor Corporate Charter Number

L03000034219

Survivor Corporate Name

SB Jax, LLC

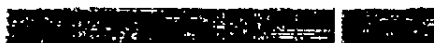
Total Number of Corporations Involved



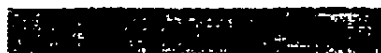
Total Number of Limited Liabilities and Limited Partnerships



Total Number of General Partnerships



**Note:** Click the 'Create Cover Sheet' button one time only. Each 'click' will result in money being held from your account.



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**ARTICLES OF MERGER  
FOR SB JAX, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
(THE "SURVIVING ENTITY"), AND SB JAX, LTD., A FLORIDA LIMITED  
PARTNERSHIP (THE "MERGING PARTNERSHIP")**

Pursuant to Section 608.438 and Section 608.4382, Florida Statutes, the undersigned, as the Surviving Entity and the Merging Company in the merger described herein, hereby submit the following information:


- (1) The name of the surviving entity shall be SB JAX, LLC, a Florida limited liability company.
- (2) Attached hereto as Exhibit A and made a part hereof is a copy of the Plan of Merger (the "Plan of Merger") for the merger described herein.
- (3) The Members of the Surviving Entity approved and adopted the Plan of Merger by unanimous action by consent of its Members dated September 29, 2003, by written consent of its Members executed in accordance with the requirements of Chapter 608, Florida Statutes.
- (4) The partners of the Merging Partnership approved and adopted the Plan of Merger by unanimous action by consent of its partners, pursuant to the terms of the Partnership Agreement dated September 29, 2003, executed in accordance with the requirements of Chapter 620, Florida Statutes.
- (5) The effective date of the merger shall be as of the date these Articles of Merger are filed, or October 1, 2003, whichever ever is later.

Date: September 29, 2003

SB JAX, LLC, a Florida  
Limited Liability Company

  
By \_\_\_\_\_  
Nabil Charroutni, President

SB JAX, LTD., a Florida Limited  
Partnership  
BY SB JAX, INC.,  
General Partner

  
By \_\_\_\_\_  
Nabil Charroutni, President

A32833

CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

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#### EXHIBIT A

#### PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into as of the 29<sup>th</sup> day of September, 2003, by and among, SB JAX, LLC, a Florida limited liability company ("SBJ") and SB JAX, LTD., a Florida limited partnership (the "Merging Partnership"), under the following circumstances:

(A) SBJ is a limited liability company duly organized and existing under the laws of the State of Florida.

(B) The Merging Company is a limited partnership duly organized and existing under the laws of the State of Florida.

(C) The Members of SBJ have adopted this Plan of Merger by unanimous Action by Consent dated the 29<sup>th</sup> day of September, 2003 and the partners of the Merging Partnership have adopted this Plan of Merger by action as required under the Partnership Agreement, dated the 29<sup>th</sup> day of September, 2003.

NOW THEREFORE, in considerations of the promises and agreements contained herein, the parties hereto agree as follows:

(1) The Merging Partnership shall be merged into SBJ, which shall be the surviving entity. The name of the surviving entity will remain SB JAX, LLC, a Florida limited liability company.

(2) At the effective date and time of the merger contemplated herein (the "Merger"): (1) the Merging Partnership shall be merged into SBJ, (2) the separate limited liability partnership existence of the Merging Partnership shall cease, (3) SBJ shall continue in existence without the necessity of other transfers or assumptions, (4) SBJ shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public, as well as private nature of the Merging Partnership, and (5) SBJ shall assume and be subject to all of the liabilities, obligations, debts, and duties of the Merging Partnership.

(3) At the effective date and time of the Merger, all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Partnership shall be transferred to and vested in SBJ without further act or deed, and the title to any real estate or any interest therein vested in the Merging Partnership shall be thereupon vested in SBJ, without right of reversion or impairment.

(4) Notwithstanding the foregoing, if, at any time, SBJ shall deem it appropriate or be advised that further assignments, conveyances, or assurances are necessary or desirable to carry out the provisions hereof, the proper officers of the General Partner of the Merging Partnership as of the effective date and time of the Merger, or in their absence, SBJ shall execute and deliver any and all

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proper deeds, assignments, and assurances, and shall do all things necessary or proper to carry out the provisions and intent of this Plan of Merger.

(3) All of the Percentage Interests of the Merging Partnership that are issued and outstanding shall be cancelled, in recognition that the Merging Partnership and SBJ are owned by the same entities and in the same percentage interests.

(6) The names and addresses of the Managers are:

Nabil Chartouni c/o Webster, Chaires & Partners, P.L.  
1936 Lee Rd., Suite 101  
Winter Park, FL 32789

Vinod Vaghadia c/o Webster, Chaires & Partners, P.L.  
1936 Lee Rd., Suite 101  
Winter Park, FL 32789

Cameron Chartouni c/o Webster, Chaires & Partners, P.L.  
1936 Lee Rd., Suite 101  
Winter Park, FL 32789

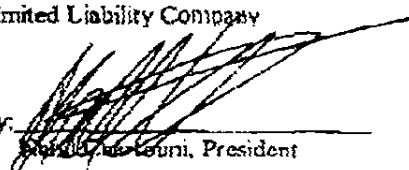
Carol Lapwood c/o Webster, Chaires & Partners, P.L.  
1936 Lee Rd., Suite 101  
Winter Park, FL 32789

(6) The Merger shall become effective as of October 1, 2003, or on the date the Articles of Merger are filed with the Florida Secretary of State, whichever is later.

(7) The Articles of Organization and the Operating Agreement of SBJ shall remain in effect until amended or changed as provided for in such Operating Agreement of SBJ, and shall be the controlling documents for the merged entities.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their name as of the date and year first written above.

SB JAX, LLC, a Florida  
Limited Liability Company

By:   
Nabil Chartouni, President

SB JAX, LTD., a Florida Limited  
Partnership

BY: SB Jax, Inc.,  
General Partner

By:   
Nabil Chartouni, President

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