

L03000041718

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : BERGER SINGERMANN - FORT LAUDERDALE
Account Number : I20020000154
Phone : (954) 525-9900
Fax Number : (954) 523-2872

EFFECTIVE DATE
4/1/06

L03-41718

MERGER OR SHARE EXCHANGE

East Yard Partners, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$122.50

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date of
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06 MAR 31 AM 8:00

DIVISION OF CORPORATIONS

[Signature]

FF \$50
cc/cus 35
\$85

03/31/2006

17:16

BERGER SINGERMAN → 850-205-0381

NO.195

002

Certificate of Merger
For
Florida Limited Liability Company

EFFECTIVE DATE

4/1/06

06 MAR 31 PM 12:23

 DEPT. OF STATE
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

LOH-49294

Name	Jurisdiction	Form/Entity Type
Marine Center Annex, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

LO3-41718

Name	Jurisdiction	Form/Entity Type
East Yard Partners, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

APRIL 1, 2006

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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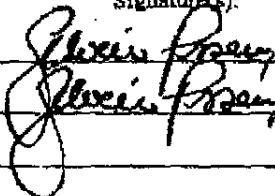
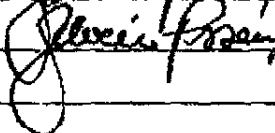
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Marine Center Annex, LLC		M. A. Selvin Passen, M.D.
East Yard Partners, LLC		M. A. Selvin Passen, M.D.

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fee:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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005

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Marina Center Annex, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
East Yard Partners, LLC	Florida	Limited Liability Company

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

The merging entity shall be merged with and into the surviving entity
in accordance with Florida law whereupon the separate existence of
the merging entity shall cease and the surviving entity shall continue.
Upon the effective date of the merger, all property, rights, privileges,
powers and franchises of the merging entity shall vest in the surviving
entity, and all debts, liabilities, and duties of the merging entity
shall become the debts, liabilities and duties of the surviving entity.

(Attach additional sheet if necessary)

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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 is as follows:

The units of membership interests of the merging entity shall

be cancelled and extinguished. The units of membership

interests of the surviving entity shall constitute all

of the outstanding membership interests of the surviving entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into ~~rights to acquire~~ the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

1. The only members of the surviving entity are:

- Passen Enterprises, LLC, a Nevada limited liability company, which
owns and holds sixty percent (60%) of all membership interests in
the surviving entity; and

- Marine Center International, L.C., a Florida limited liability
company which owns and holds forty percent (40%) of all membership
interests in the surviving entity.

2. The managing member of the surviving entity is Passen Enterprises,
LLC.

3. The street address for the surviving entity and for both members
of the surviving entity is 2001 SW 20th Street, Fort Lauderdale,
FL, 33315.

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