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EFFECTIVE DATE
1/15/04

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DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

FENWAY LLC

Certificate of Status	0
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ARTICLES OF MERGER

SEACAST COMPANY, a Florida general partnership

AND

FENWAY LLC, a Florida limited liability company

✓ L03-55495

The undersigned, desiring to merge a partnership into a limited liability company under and pursuant to Sections 620.203 and 608.438, Florida Statutes, do hereby certify as follows:

EFFECTIVE DATE:
1-15-04

1. NAME AND JURISDICTION.

The merging business entities are Seacast Company, a general partnership organized and existing under the laws of the State of Florida, and Fenway LLC, a limited liability company organized and existing under the laws of the State of Florida.

2. PLAN OF MERGER.

The attached Plan of Merger meets the requirements of Chapters 620 and 608, Florida Statutes, and has been approved and executed by both of the merging entities in accordance with the applicable provisions of Chapters 620 and 608, Florida Statutes.

3. SURVIVING BUSINESS ENTITY.

The name of the surviving business entity shall be "Fenway LLC"

4. EFFECTIVE DATE.

The merger shall be effective January 15, 2004.

5. PLACE OF BUSINESS.

The Plan of Merger is on file at the principal place of business of the surviving entity, located at 1600 Royal Palm Way, Boca Raton, Florida 33432.

6. MERGER

The merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any partnership agreement or the operating agreement of any limited liability company that is a party to this merger.

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BY WITNESS WHEREOF, we have hereunto subscribed our names on January 7, 2004

[Handwritten signature]

[Handwritten signature]

SEACAST COMPANY, a Florida general partnership

By: *[Handwritten signature]*
James M. Rosemurgy, Managing Partner

[Handwritten signature]

[Handwritten signature]

By: *[Handwritten signature]*
Deanna C. Rosemurgy, Partner

[Handwritten signature]

[Handwritten signature]

FENWAY LLC, a Florida limited liability company

By: *[Handwritten signature]*
James M. Rosemurgy, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared James M. Rosemurgy and Deanna C. Rosemurgy, as partners of SEACAST COMPANY, a Florida general partnership, who are personally known to me, and who executed the foregoing instrument and acknowledged before me that they executed the same on behalf of said partnership for the purposes set forth therein.

WITNESS my hand and seal in the County and State last aforesaid this 7 day of January, 2004.

[Handwritten signature]
Lynn M. Skobem, Notary Public

My Commission Expires:



Lynn M. Skobem
MY COMMISSION # 08167039 EXPIRES
January 17, 2007
BONDED THROUGH FARMERS INSURANCE, INC.

SECRETARY OF STATE
FILED
06 JAN 15 AM 9:37

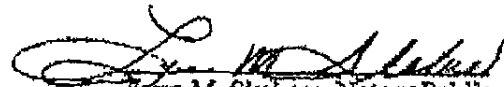
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STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared James M. Rosemurgy as Manager of FENWAY LLC, a Florida limited liability, who is personally known to me, and who executed the foregoing instrument and acknowledged before me that he executed the same on behalf of said company for the purposes set forth therein.

WITNESS my hand and seal in the County and State last aforesaid this 15th day of January, 2004.


Lynn M. Skobben, Notary Public

My Commission Expires:



Lynn M. Skobben
MY COMMISSION # 00167059 EXPIRES
January 17, 2007
BONDED BY THE TOP FARM INSURANCE CO.

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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 Sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with Section 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
SEACAST COMPANY	Florida
FENWAY, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
FENWAY, LLC	Florida

THIRD: The terms and conditions of the merger have been authorized, approved and consented to by all of the partners and members of the constituent entities and provides that the ownership interests of each partner in the Seacast Company shall remain the same as a member of Fenway, LLC.

FOURTH: 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:

All of the outstanding partnership interests in the Seacast Company shall be exchanged pro rata for the same percentage of ownership interests in Fenway, LLC, the surviving entity.

No person has any rights to acquire interests, shares, obligations or other securities of each merged party.

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FIFTH: The surviving entity is to be managed by a Manager. The name and address of the Manager of the surviving entity is James M. Rosemurgy, 1600 Royal Palm Way, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the parties have caused their respective names to be signed hereto by the Managing Partner, duly authorized by the Partners of the partnership and by the Manager of the limited liability company, duly authorized by the sole Member.

"PARTNERSHIP"

SEACAST COMPANY, a Florida general partnership

By: 
James M. Rosemurgy, Managing Partner

By: 
Deanna C. Rosemurgy, Partner

"LIMITED LIABILITY COMPANY"

FENWAY, LLC, a Florida limited liability company

By: 
James M. Rosemurgy, Manager

APPROVED AND FILED
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TALLAHASSEE, FLORIDA

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