

Division of Corporations

Page 1 of 1

L030000056429

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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

(((H06000166544 3)))

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

RECEIVED

06 JUN 26 PM 3:29

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : BERGER SINGERMAN - FORT LAUDERDALE
Account Number : 120020000154
Phone : (954) 525-9900
Fax Number : (954) 523-2872

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN 26 AM 9:31

FILED

RECEIVED

06 JUN 26 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

1st United Realty of Margate, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$95.25

FF 60
C 30

90.00

Electronic Filing Menu

Corporate Filing Menu

Help

06/26/2006 13:51
H06000166544

BERGER SINGERMAN + 850-205-0381

NO. 446 089

FILED

06 JUN 26 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ZOG, LLC, L03000056429
the surviving company
and
1ST UNITED REALTY OF MARGATE, INC., P97000006800
the merged corporation

The undersigned, for the purposes of merging ZOG, LLC, a Florida limited liability corporation, and 1st UNITED REALTY OF MARGATE, INC., a Florida corporation, do hereby adopt the following Articles of Merger:

ARTICLE I - NAMES

The names of the entities which are parties to this merger are as follows:

ZOG, LLC, (the "LLC") the surviving company; and

1st UNITED REALTY OF MARGATE, INC., (the "Corporation") the merged corporation.

ARTICLE II - PLAN OF MERGER

A Plan of Merger in the manner prescribed by the Florida Limited Liability Company Act was approved by the members of the LLC; and in the manner prescribed by the Florida Corporation Act was approved by the shareholders and board of directors of the Corporation, copies of which are attached hereto as Exhibits "A" and "B", and by reference made a part hereof.

ARTICLE III - CERTIFICATION OF 1ST UNITED REALTY OF MARGATE, INC.

The undersigned, NATHAN OHREN, being the President of the Corporation, does hereby certify that the shareholders and board of directors of the Corporation adopted, by unanimous written consent effective as of May 1, 2006, the Plan of Merger set forth in Article II hereof.

34756-1

H06000166544

06/26/2006 13:51
H06000166544

BERGER SINGERMAN + 850-225-0381

NO. 446 010

ARTICLE IV - CERTIFICATION OF ZOG, LLC

The undersigned, NATHAN OHREN, being the Managing Member of ZOG, LLC, a Florida limited liability company, does hereby certify that the members of the Company adopted, by unanimous written consent effective as of May 1, 2006, the Plan of Merger set forth in Article II hereof.

ARTICLE V - CHANGES IN THE ARTICLES OF ORGANIZATION

There are no changes to the Articles of Organization of ZOG, LLC.

ARTICLE VI - RIGHTS OF SHAREHOLDERS OF MERGED CORPORATION

The shareholders of 1ST UNITED REALTY OF MARGATE, INC., the merged corporation, prior to the merger, shall have all rights as before the effective date of the Merger, and all services previously enjoyed shall now be served by ZOG, LLC, the surviving entity.

ARTICLE VII - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be upon delivery of these Articles of Merger to the Department of State.

The foregoing Articles of Merger have been executed by the Managing Member of ZOG, LLC and the President of 1st UNITED REALTY OF MARGATE, INC., respectively, on the 1st day of May, 2006.

ZOG, LLC, a Florida limited liability
company

By: 

NATHAN OHREN, Managing Member

H06000166544

05/26/2006 13:51
H06000166577

BERGER SINGERMAN → 850-205-0381

NO. 445 D11

1st UNITED REALTY OF MARGATE,
INC., a Florida corporation

By: 

NATHAN OHREN, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, personally appeared NATHAN OHREN, the Managing Member of ZOG, LLC, a Florida limited liability company, and the President of 1st UNITED REALTY OF MARGATE, INC., a Florida corporation, to me well known to be the person, or who produced _____ as identification.

WITNESS my hand and official seal this 8 day of May, 2006.

(Notarial Seal)


NOTARY PUBLIC
My Commission Expires



H06000166544

H06000166544

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into effective as of 1st day of May, 2006 by and between 1st UNITED REALTY OF MARGATE, INC., a Florida corporation with its principal office located at 2117 NW 19th Way, Boca Raton FL 33431, (hereinafter referred to as the "Merging Entity"), and ZOG, LLC, a Florida limited liability company, with its principal office located at 2117 NW 19th Way, Boca Raton FL 33431 (hereinafter referred to as the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merging Entity is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by the Board of Directors and shareholders (the "Shareholders") of the Merging Entity, and by the Members (the "Members") of the Surviving Entity, the Merging Entity and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act;

NOW THEREFORE, in consideration of the mutual promises herein contained, the Merging Entity and the Surviving Entity hereby agree as follows:

1. MERGER. Upon the terms and subject to the conditions set forth herein, on the Effective Date (as defined below) the Merging Entity shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement with the Surviving Entity as the surviving entity of the Merger which shall continue its existence under the laws of the State of Florida.

2. EFFECTIVE DATE OF MERGER. The Merger shall be effective immediately upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. SURVIVING ENTITY. On and after the Effective Date of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Company Act.

H06000166544

H06000166777

(b) The separate existence of the Merging Entity shall cease, and pursuant to the terms and conditions of Section 608.4383(2), Florida Statutes, its property shall become the property of the Surviving Entity.

(c) The Surviving Entity shall remain a member managed limited liability company. The name and address of the Managing Member is NATHAN OHREN, 2117 NW 19th Way, Boca Raton FL 33431.

4. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT. The terms and conditions of the Merger are that the Articles of Organization and the Operating Agreement of the Surviving Entity shall continue on and after the Effective Date as the Operating Agreement of the Surviving Entity unimpaired by the Merger.

5. MANNER AND BASIS OF CONVERTING SHARES OF THE MERGING ENTITY. The issued and outstanding shares and rights to acquire shares of the Merging Entity shall be converted as follows:

(a) Upon the Effective Date, each and every share of common stock of the Merging Entity and each right to acquire shares of common stock or other securities of the Merging Entity shall be canceled and extinguished and shall no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

(b) The Members of the Surviving Entity shall remain as the Members of the Surviving Entity.

6. APPROVAL. The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Shareholders of the Merging Entity and the Members of the Surviving Entity. Subsequent to the execution of this Agreement by the duly authorized officer of the Merging Entity and the Managing Member of the Surviving Entity, such officer of the Merging Entity and the Managing Member of the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

7. MISCELLANEOUS.

(a) Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto, and the Shareholders of the Merging Entity and the

H06000166544

05/26/2006 13:51
H06000166544

BERGER SINGERMAN + 850-205-0381

NO.446 D14

Members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.


(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

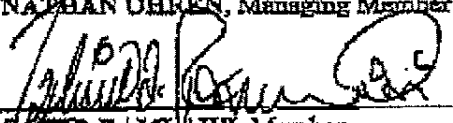
1st UNITED REALTY OF MARGATE, INC. and ZOG, LLC have caused this Agreement to be executed by their respective duly authorized officer and/or Managing Member as of the date first above written.

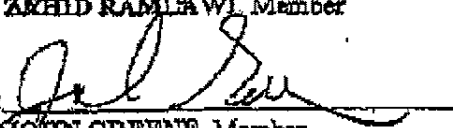
1st UNITED REALTY OF MARGATE,
INC., a Florida corporation, the Merging
Entity

By: 
NATHAN O'BRIEN, President

ZOG, LLC, a Florida limited liability
company, the Surviving Entity

By: 
NATHAN O'BRIEN, Managing Member

By: 
ZEHID RAMLI, Member

By: 
JOHN GREENE, Member

FILED
06 JUN 26 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H06000166544