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Division of Corporations

**L03000056725**

FOWLER, WHITE, BURNETT

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**Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**1040 BISCAYNE ASSOCIATES, LLC**

Certificate of Status	0
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Division of Corporations

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**ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**First:** The name, street address of its principal office, jurisdiction, and entity type for each merging entity is as follows:

Name	1040 Biscayne Associates, Inc.
Address	100 S.E. 2nd Street, Miami, FL 33131
Jurisdiction	Florida
Entity Type	Corporation
Florida Document/Registration Number	P03000058025
FEI Number	20-0026092

**Second:** The name, street address of its principal office, jurisdiction, and entity type for each surviving entity is as follows:

Name	1040 Biscayne Associates, L.L.C.
Address	2800 Biscayne Boulevard, #300, Miami, FL 33137
Jurisdiction	Florida
Entity Type	Limited Liability Company
Florida Document/Registration Number	L03000056725
FEI Number	92-0183185

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**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.

**Fourth:** If applicable, the attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

**Fifth:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**Sixth:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**Seventh:** 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 general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.438(2), and/or 620.202(2), Florida Statutes.

**Eighth:** 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.

**Ninth:** The merger shall become effective as of: The date the Articles of Merger are filed with the Florida Department of State.

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

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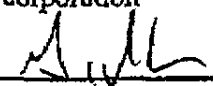
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**MERGING ENTITY:**

1040 BISCAYNE ASSOCIATES, INC., a  
Florida corporation


By:   
Gregg Covin, President

Attest:   
Otto Oppenheimer, Secretary

(Corporate Seal)

**SURVIVING ENTITY:**

1040 BISCAYNE ASSOCIATES, L.L.C., a  
Florida limited liability company

By:   
Gregg Covin, Member

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## PLAN OF MERGER

The following Plan of Merger ("Plan") 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 name and jurisdiction for each merging entity is as follows:

<b>Name</b>	1040 Biscayne Associates, Inc.
<b>Jurisdiction</b>	Florida

**Second:** The name and jurisdiction for each surviving entity is as follows:

<b>Name</b>	1040 Biscayne Associates, L.L.C.
<b>Jurisdiction</b>	Florida

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

1040 Biscayne Associates, L.L.C. ("Surviving Entity") was duly formed in the State of Florida on December 30, 2003, and

Pursuant to Florida Statute §607.0732, the Surviving Entity's Board of Directors was eliminated, and all powers and duties of the Board of Directors were vested with the Shareholders;

1040 Biscayne Associates, Inc. ("Merging Entity") was duly incorporated in the State of Florida on May 27, 2003, and has authorized capital stock of fifty thousand (50,000) shares of voting common stock with a \$1.00 par value per share, of which four hundred (400) shares are duly issued and outstanding, and owned as follows:

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COMMON STOCK		
Shareholder	Percentage	Number of Shares
Beauty and Health Institute, Beautymed, Inc.	51 %	204
Chad Oppenheim	12.25 %	49
Ultimate Development III, L.L.C.	37.75 %	147

and ten thousand (10,000) shares of non-voting preferred stock, of which sixty (60) shares are duly issued and outstanding, and owned as follows:

NON-VOTING PREFERRED STOCK		
Shareholder	Percentage	Number of Shares
Chad Oppenheim	25 %	15
Ultimate Development III, L.L.C.	75 %	45

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The shareholders of Merging Entity and the members of Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions on December 31, 2003, which provide that pursuant to the applicable provisions of the Florida Business Corporation Act, and the Florida Limited Liability Company Act, Merging Entity shall be merged with and into Surviving Entity in order to combine the assets and businesses of the parties for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders, and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

In consideration of the mutual promises and agreements herein contained, the parties have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The parties hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall become  
1040 BISCAYNE ASSOCIATES, L.L.C.

4. **ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

5. **OPERATING AGREEMENT.** The Operating Agreement, if any, of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect. If there is no Operating Agreement in effect on the Effective Date, the parties agree to execute an Operating Agreement as soon as practicable, with terms substantially similar to the Shareholder's Agreement executed by the Merging Entity's shareholders, dated June 18, 2003.

6. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

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All shareholders of Merging Entity shall be members of Surviving Entity. Upon the Effective Date of the merger, each shareholder of the Merging Entity shall surrender his or her stock certificate or certificates to the Surviving Entity and such certificate or certificates shall be canceled. The membership interests of Surviving Entity shall then be held as follows:

Member	Address	Sharing Ratio
Beauty and Health Institute, Beautymed, Inc.	Route Principale 25, CH-1796 Courgevaux, Switzerland	60%
Ultimate Development III, L.L.C.	2800 Biscayne Boulevard Suite 300 Miami, FL 33137	30%
Chad Oppenheim	245 N.E. 37th Street Suite 102 Miami, FL 33140	10%

7. **ADOPTION OF PLAN.** Pursuant to Florida Statute sections 607.1107, 617.1103, 608.4381 and/or 620.202, the merger has been approved by all of the shareholders and directors of the Merging Entity and by all of the members of the Surviving Entity.

8. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. **AUTHORIZATION OF OFFICERS.** The proper officers of the Merging Entity and the authorized members of the Surviving Entity, are hereby authorized, empowered and directed to do any and

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all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

10. **EFFECTIVE DATE.** This Plan shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"). Neither of the parties shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

11. **RIGHT TO ABANDON MERGER.** The shareholders of the Merging Entity, and the members of the Surviving Entity, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

**Fourth:** No rights are granted to acquire interests, shares, obligations, or other securities of the Merging Entity or the Surviving Entity exist, in whole or in part.

**Fifth:** The managing member of the Surviving Entity shall be:

Ultimate Development III, L.L.C.  
2800 Biscayne Boulevard  
Suite 300  
Miami, FL 33137

IN WITNESS WHEREOF, the parties have caused their respective corporate names to be signed hereto, by their authorized officers and members.

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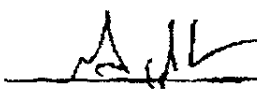
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**MERGING ENTITY**

1040 BISCAYNE ASSOCIATES, INC., a  
Florida corporation

By:   
Gregg Guin, President


Attest: CHAD OPPENHEIM

  
Secretary

(Corporate Seal)

**SURVIVING ENTITY**

1040 BISCAYNE ASSOCIATES, L.L.C., a  
Florida limited liability company

By:   
Gregg Guin, Member

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