

**L03000057528**

Florida Department of State  
Division of Corporations  
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From: Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.  
Account Number : 076077083231  
Phone : (561)650-0471  
Fax Number : (561)650-0431

**MERGER OR SHARE EXCHANGE**

3060, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$96.25

*\$100.00*

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Please note that the Surviving Entity (3060, LLC) was formed today under Fax Audit Number H03000344933 3. Please fill in the Florida Document/Registration Number on page 2 of the Articles of Merger once it is formed.

Dep: JAN. 5. 2004 4:40PM 12 JONES FOSTER JOHNSTON & STUBBS RightFAX NO. 437 P. 1



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 31, 2003

3060, LLC  
505 S FLAGLER DR, STE 1100  
WEST PALM BEACH, FL 33401

SUBJECT: 3060, LLC  
REF: L03000057528

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

The last two pages of the Plan of merger did not come through clear. Please re-fax the entire document.

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

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### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>3060 Corp.</u> <u>505 South Flagler Drive</u> <u>Suite 1100</u> <u>West Palm Beach, Florida 33401</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>P00000015041</u>		FEI Number: <u>650994107</u>
2. _____		
Florida Document/Registration Number: _____		FEI Number: _____
3. _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____		
Florida Document/Registration Number: _____		FEI Number: _____

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>3060, LLC</u>	<u>Florida</u>	<u>limited liability</u>
<u>505 South Flagler Drive</u>		<u>company</u>
<u>Suite 1100</u>		
<u>West Palm Beach, Florida 33401</u>		
Florida Document/Registration Number: <u>LP0000051528</u>	FEI Number: _____	

**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(ies) that is/are party(ies) 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 the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**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), 608.4381(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.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State


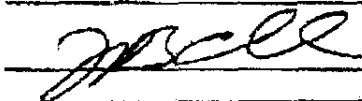
**OR**

\_\_\_\_\_  
(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
3060 Corp.		Larry B. Alexander, President
3060, LLC		Larry B. Alexander, Manager

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**PLAN OF MERGER**

**3060 CORP.,  
a Florida corporation**

**into**

**3060, LLC,  
a Florida limited liability company**

The following Plan of Merger is submitted in compliance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes:

1. The name and jurisdiction of the Surviving Company is 3060, LLC, a Florida limited liability company (the "Surviving Company").

2. The name and jurisdiction of the Merging Corporation is 3060 Corp., a Florida corporation (the "Merging Corporation").

3. The terms and conditions of the merger are as follows:

A. The mailing address, the street address, the registered agent, and the address of the registered office of the Surviving Company shall be as appears in the Articles of Organization of the Surviving Company and/or the most recent Uniform Business Report of the Surviving Company as on file with the office of the Department of State of Florida as of the effective date of this agreement (the "Effective Date").

B. The Articles of Organization and Operating Agreement of the Surviving Company in effect on the Effective Date shall be the Articles of Organization and Operating Agreement of the Surviving Company until they shall be altered, amended or repealed. The Surviving Company is a manager-managed company.

C. The name and address of the Manager of the Surviving Company shall be:

**Larry B. Alexander  
505 South Flagler Drive  
Suite 1100  
West Palm Beach, Florida 33401**

D. When this agreement is approved and filed, the separate existence of the Merging Corporation shall cease, the Merging Corporation shall be merged into the Surviving Company, and the Surviving Company shall continue unaffected and unimpaired by the merger and shall possess all of the rights and privileges and shall be

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subject to all the restrictions, disabilities and duties of each of the constituent entities so merged. The title to any real estate, whether vested by deed or otherwise in the constituent entities under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens on the property of the constituent entities shall be preserved unimpaired, and all debts, liabilities and duties of the constituent entities shall then attach to the Surviving Company and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

E. The manner and basis of converting and exchanging shares of stock and/or membership interests of the constituent entities shall be as follows:

(1) On the Effective Date, each share of common stock of the Merging Corporation issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder(s) of such shares of common stock, shall be converted into and exchanged for one (1) unit of membership interest in the Surviving Company.

(2) Each issued and outstanding unit of membership interest in the Surviving Company shall continue as one (1) unit of membership interest in the Surviving Company.

(3) All units of membership interest in the Surviving Company for and into which the Merging Corporation's common stock shall have been converted and exchanged pursuant to this agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged common stock.

(4) The Merging Corporation and the Surviving Company shall each take all appropriate entity action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

(5) Upon the Effective Date, the transfer books of the Merging Corporation shall be closed and no transfer of common stock of the Merging Corporation shall be made or consummated thereafter.

4. The Surviving Company shall pay all expenses incurred in connection with the transactions contemplated by this agreement.

5. This agreement is made pursuant to and shall be construed under the laws of the State of Florida.

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IN WITNESS WHEREOF, the Merging Corporation and the Surviving Company, acting through their duly authorized officers, have signed this Plan of Merger which is effective the date of filing of the Articles of Merger to which this Plan of Merger is attached with the Department of State of the State of Florida (the "Effective Date").

**Surviving Company:**

**Merging Corporation:**

3060, LLC, a Florida limited liability company

3060 Corp., a Florida corporation

By: [Signature]  
Name: Larry B. Alexander  
Title: Manager

By: [Signature]  
Name: Larry B. Alexander  
Title: President

Date: 12-31-03

Date: 12-31-03

AND  
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