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Division of Corporations

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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

**HARBOUR PROFESSIONAL GLADES LLC**

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**ARTICLES OF MERGER  
OF  
HARBOUR OFFICE DEVELOPMENT GROUP, LTD., a Florida limited partnership  
("Ltd") and HARBOUR PROFESSIONAL CENTER, INC., a Florida corporation ("Inc.")  
as General Partner of Ltd.  
AND  
HARBOUR PROFESSIONAL GLADES LLC  
a Florida limited liability company ("Glades")**

SECRETARY OF S  
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Ltd. and Inc. and Glades pursuant to the provisions of the Florida Limited Liability Act do hereby adopt the following Articles of Merger for the purpose of merging Ltd. and Inc. with and into Glades.

1. The name and address and other pertinent information regarding Ltd., Inc. and Glades are as follows:

<u>Name and Street Address:</u>	<u>State of Formation</u>	<u>Entity Type</u>
Harbour Office Development Group, Ltd. 2295 NW Corporate Blvd. Suite 240 Boca Raton, Florida 33431	Florida	Limited Partnership A98000001700
<b>Florida Document/Registration Number: P98000062305</b>		
<b>FEI Number: 65-0862828</b>		
Harbour Professional Center, Inc. 2295 NW Corporate Blvd. Suite 240 Boca Raton, Florida 33431	Florida	Corporation
<b>Florida Document/Registration Number: P98000062305</b>		
<b>FEI Number: 65-0862830</b>		
Harbour Professional Glades LLC 2295 NW Corporate Blvd. Suite 240 Boca Raton, Florida 33431	Florida	Limited Liability Company
<b>Florida Document/Registration Number: L04000020611</b>		
<b>FEI Number: 42-1625589</b>		

2. The Plan of Merger for merging Ltd. and Inc. with and into Glades as approved by all of the Partners of Ltd., all of the Directors and Shareholders of Inc. and all of the members and the manager of Glades.

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3. The Plan of Merger was authorized and approved by unanimous consent of:

- A. As to Ltd. by all of the Partners in the manner required by the laws of the State of Florida and by Ltd.'s constituent documents. All partners received notice as required by the applicable statute and constituent documents or waived such notice.
- B. As to Inc. by all of the Directors and Shareholders in the manner required by the laws of the State of Florida and by Inc.'s constituent documents. All directors and shareholders received notice as required by the applicable statute and constituent documents or waived such notice.
- C. As to Glades by all of the members and manager in a manner required by the laws of the State of Florida and by Glades's constituent documents. All of the members and the manager of Glades received notice required by the applicable statute and constituent documents or waived such notice.

4. Glades will continue to exist as the surviving limited liability company under its present name pursuant to the provisions of the Florida Limited Liability Company Act, as amended from time to time, Chapter 608, Florida Statutes (or the corresponding provision(s) of any succeeding law).

The surviving party:

Glades as the surviving party's exact name, street address of its principal office, jurisdiction, and entity type are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Harbour Professional Glades LLC 2295 NW Corporate Blvd. Suite 240 Boca Raton, Florida 33431	Florida	Limited Liability Company

- 5. As required by Florida statutes, Glades as the surviving entity agrees to pay the dissenting members of each entity 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.
- 6. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement of any entity that is a party to the merger.
- 7. The merger shall become effected upon filing.
- 8. The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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9. No amendments are desired to be effective by the Merger.
10. The interest of each entity entitled to vote for or against on the plan of merger <sup>2004</sup> is as follows: 9:29

**All members of Glades:**

<u>Member(s)</u>	<u>Membership Units</u>
Harbour Professional Holding LLC, a Florida limited liability company	100%

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All members and the manager voted for the Plan of Merger.

11. Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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**Sole member of Glades:**

Harbour Professional Holding LLC,  
a Florida Corporation  
2295 NW Corporate Blvd.  
Suite 240  
Boca Raton, Florida 33431



Jack Lupo, Manager

**Manager of Glades:**

Harbour Professional Glades LLC  
a Florida Corporation  
2295 NW Corporate Blvd.  
Suite 240  
Boca Raton, Florida 33431



Jack Lupo, Manager

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PLAN OF MERGER

PLAN OF MERGER approved on April 14, 2004 by HARBOUR OFFICE DEVELOPMENT GROUP, LTD., a Florida limited partnership ("Ltd") and HARBOUR PROFESSIONAL CENTER, INC., a Florida corporation ("Inc.") as General Partner of Ltd, and by HARBOUR PROFESSIONAL GLADES LLC ("LLC"), a Florida limited liability company, organized under the laws of the State of Florida.

1. Inc. and Ltd shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into a single limited liability company, to wit, HARBOUR PROFESSIONAL GLADES LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving llc", and which shall continue to exist as said surviving llc under the name of Harbour Professional Glades LLC pursuant to the provisions of the Florida Limited Liability Act. The separate existence of Inc. and Ltd which are sometimes hereinafter referred to as the "terminating entities", shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of Florida.
2. The operating agreement of the LLC is attached and will be the agreement among the member(s) of the surviving llc and will continue in full force and effect until change, altered, or amended as therein provided and in the manner prescribed by the provision of the Florida Limited Liability Act.
3. Upon effective date of the merger, the sole member of the LLC shall be as follows:

Interest in Profits & Losses

Sole Member:

HARBOUR PROFESSIONAL HOLDING LLC, a Florida limited liability company	100%
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There are no other members.

4. The Plan of Merger herein made and approved shall be submitted to the shareholders of Inc., the partners of Ltd and the members of the LLC for their approval or rejection in the manner prescribed by the laws of the State of Florida.
5. In the event that the Plan of Merger shall have been approved by the shareholders of the Inc. in compliance with the laws of the State of Florida, and, in the event that the Plan of Merger shall have been approved by the partners of the Ltd in compliance with the laws of the State of Florida and the members of LLC in compliance with the laws of the State of Florida, then the merger shall have been authorized, the Inc, Ltd and LLC hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the

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laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger (subject, however, to any provision or provisions contained hereinafter for abandoning the merger before or after the authorization thereof by the shareholders of the terminating corporation or partnership or of the surviving limited liability company)

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Approved and Executed on April 14, 2004.

**Sole Member and Manager of LLC**

Harbour Professional Holding LLC  
a Florida limited liability company

By: [Signature]  
Jack Lupo, Manager

**All partners of Ltd.**

**General Partner:**

Harbour Professional Center, Inc.,  
Its: General Partner

By: [Signature]  
Jack Lupo, President

**Sole Shareholder:**

Harbour Professional Holding LLC  
a Florida limited liability company

By: [Signature]  
Jack Lupo, Manager

[Signature]  
Jack Lupo, Director

[Signature]  
James Johns, Director

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