

LO4000028627

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

DEC 28 2007

EXAMINER

**LEVY KNEEN P.L.**

JEFFREY D. KNEEN  
DIRECT 561.478.4711  
jkneen@levykneen.com

December 27, 2007

*VIA FEDERAL EXPRESS*

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: WEST PALM BEACH HOTEL, LLC  
OUR FILE NO. 6287.002

To Whom It May Concern:

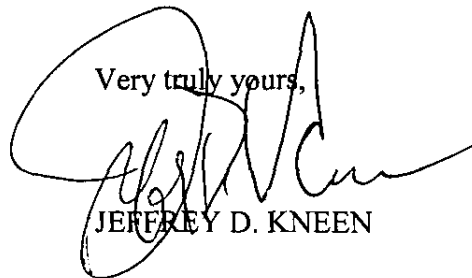
The enclosed Certificate of Merger and filing fee in the amount of \$50 plus \$30 fee for certified copy are submitted for filing **which must take place on or before December 31, 2007**. Please return all correspondence concerning this matter to:

Jeffrey D. Kneen, Esq.  
Levy Kneen, PL  
1601 Forum Place  
Suite 300  
West Palm Beach, FL 33401

For further information concerning this matter, please call:

Jeffrey D. Kneen, Esq., at 561 478 4711.

Very truly yours,



JEFFREY D. KNEEN

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TALLAHASSEE, FLORIDA

JDK:jf  
enc.

cc: Steve Schwartz

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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4832, Florida Statutes.

**FIRST**: The exact name, form/entity type and jurisdiction for the **merging** party are as follows:

| <u>Name</u>                            | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   | <u>Document No.</u> |
|--|---------------------|---------------------------|---------------------|
| West Palm Beach<br>Lodging Realty, LLC | Florida             | Limited Liability Company | L040000028628       |

**SECOND**: The exact name, form/entity type and jurisdiction for the **surviving** party are as follows:

| <u>Name</u>                   | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   | <u>Document No.</u> |
|-------------------------------|---------------------|---------------------------|---------------------|
| West Palm Beach<br>Hotel, LLC | Florida             | Limited Liability Company | L040000028627       |

**THIRD**: The attached plan of merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH**: The effective date of the merger shall be the date this document is filed by the Florida Department of State.

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IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Members, have caused this document to be executed by the Operating Member of each party hereto, as of the 20<sup>th</sup> day of December, 2007.

**SURVIVING PARTY**

**WEST PALM BEACH HOTEL, LLC**  
a Florida limited liability company

By: \_\_\_\_\_

Carey Tajfel, its Operating Member  
a/k/a Managing Member

**MERGING PARTY**

**WEST PALM BEACH LODGING REALTY, LLC, a**  
Florida limited liability company

By: \_\_\_\_\_

Carey Tajfel, its Operating Member  
a/k/a Managing Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.438, Florida Statutes, and is being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name and jurisdiction of formation of the merging party is WEST PALM BEACH LODGING REALTY, LLC, a Florida limited liability company.

**SECOND:** The name and jurisdiction of formation of the surviving party is WEST PALM BEACH HOTEL LLC, a Florida limited liability company.

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

- 3.1 On the effective date of this merger as hereinafter set forth (the "Effective Date") the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities and franchises and all of the property, real, personal and mixed, of the merging party, without the necessity of any separate transfer. The surviving party shall continue its existence under the laws of the State of Florida. On the Effective Date, the separate existence of the merging party shall be terminated and cease.
- 3.2 This merger shall occur and be effective on the hour and on the date that the duly executed and acknowledged Articles of Merger with respect to this Plan of Merger are filed by the Department of State of the State of Florida, as provided in section 608.4382, Florida Statutes.

**FOURTH:** The effect of this Plan of Merger to the percentage interests ascribed to Members of the merging party and surviving party are as follows:

- 4.1 The percentage interests ascribed to Members of the surviving party are not affected by this merger. The Members of the surviving party who own percentage interests immediately prior to the Effective Date of the merger will hold the same percentage interests, with identical designations, preferences, limitations and relative rights, immediately after the merger.
- 4.2 All percentage interests ascribed to Members of the merging party shall be cancelled and terminated and no cash or other property shall be exchangeable with respect thereto.

**FIFTH:** This Plan of Merger shall be submitted for approval of the Members of the merging party and surviving party in accordance with the applicable laws of the State of Florida.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Members, have caused this document to be executed by the Operating Member of each party hereto, as of the 20<sup>th</sup> day of December, 2007.

**SURVIVING PARTY**

**WEST PALM BEACH HOTEL, LLC**  
a Florida limited liability company

By: \_\_\_\_\_

Carey Tajfel, its Operating Member  
a/k/a Managing Member

**MERGING PARTY**

**WEST PALM BEACH LODGING REALTY, LLC**, a Florida limited liability company

By: \_\_\_\_\_

Carey Tajfel, its Operating Member  
a/k/a Managing Member

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