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December 23, 2004

VIA UPS NEXT DAY AIR

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: JAFP Investments, LLC (a Florida limited liability
company) merger into JAFP Investments, LLC (a Delaware
limited liability company)

Gentlemen:

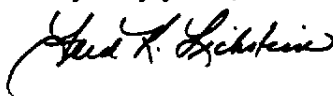
We enclose Articles of Merger and the Plan of Merger described above, for recording
in the office of the Secretary of State of Florida, together with two checks, each for
\$25.00 in payment of the recording fees.

If there are any additional fees or documentation required, please call
undersigned, reverse charges as we are anxious to have these documents recorded in
2004.

Please send us a confirmation of recording in the enclosed UPS envelope.

Thank you for your cooperation and prompt attention to this matter.

Very truly yours,



Fred K. Lickstein

Enclosure

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ARTICLES OF MERGER
OF
JAFP INVESTMENTS, LLC,
a Florida limited liability company,
INTO
JAFP INVESTMENTS, LLC,
a Delaware limited liability company

Pursuant to the provisions of Sections 608.438, 608.4381 and 608.4382, Florida Statutes, these Articles of Merger provide that:

1. The name, street address of its principal office, jurisdiction and entity type of the merging party are as follows: JAFP INVESTMENTS, LLC, a Florida limited liability company (the "Merging Entity"), 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. (Doc # L 04000031553)
2. The name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows: JAFP INVESTMENTS, LLC, a Delaware limited liability company (the "Surviving Entity"), 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.
3. The Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved and adopted by the Merging Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes by written consent of its Members and Managers of the Merging Entity dated December 15, 2004.
4. The Plan of Merger was approved and adopted by the Surviving Entity in accordance with the applicable laws of the State of Delaware by written consent of its Members and Managers dated December 15, 2004.
5. The merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida and Certificate of Merger with the Secretary of State of the State of Delaware.

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6. The Surviving Entity is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

7. The Surviving Entity has agreed to promptly pay to the dissenting members of each limited liability company that is a party of the merger the amount, if any, to which such dissenting members are entitled under Florida Statutes, Section 608.4384.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their respective authorized Managers as of December 15, 2004.

Merging Entity:

JAFP INVESTMENTS, LLC, a Florida limited liability company

By:

Samuel R. Sobel, as Manager - member

By:

Tarek A. Fassi, as Manager - member

Surviving Entity:

JAFP INVESTMENTS, LLC, a Delaware limited liability company

By:

Samuel R. Sobel, as Manager - member

By:

Tarek A. Fassi, as Manager - member

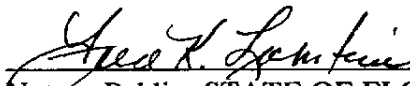
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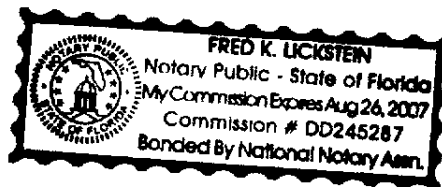
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STATE OF FLORIDA)
) :SS
COUNTY OF MIAMI-DADE)

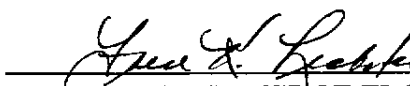
The foregoing instrument was acknowledged before me this 22 day of Dec, 2004, by SAMUEL R. SOBEL, as Manager, of JAFP INVESTMENTS, LLC, a Florida limited liability company, and as Manager of JAFP INVESTMENTS, LLC, a Delaware limited liability company, ☒ who is personally known to me or ☐ who has produced _____ as identification.

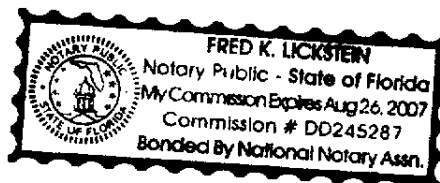

Notary Public, STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____



STATE OF FLORIDA)
) :SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 day of Dec, 2004, by TAREK AL FASSI, as Manager, of JAFP INVESTMENTS, LLC, a Florida limited liability company, and as Manager of JAFP INVESTMENTS, LLC, a Delaware limited liability company, ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public, STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____



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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made this 15th day of December, 2004, by and between JAFP INVESTMENTS, LLC, a Florida limited liability company (the "Merging Entity"), and JAFP INVESTMENTS, LLC, a Delaware limited liability company (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity was formed in the State of Delaware on August 5, 2004, and is a manager-managed limited liability company. All of the membership interests in the Surviving Entity are owned by the Samuel R. Sobel Revocable Trust (50%) and TAF Real Estate Management, LLC, a Florida limited liability company (50%); and

WHEREAS, the Merging Entity was formed in the State of Florida on April 23, 2004, and is a manager-managed limited liability company. All of the membership interests in the Merging Entity are owned by the Samuel R. Sobel Revocable Trust (50%) and TAF Real Estate Management, LLC, a Florida limited liability company (50%); and

WHEREAS, the members and Managers of the Merging Entity and the members and Managers of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and each have adopted resolutions on December 15, 2004, which provide that, pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of

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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.

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities 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 Constituent Entities 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 be **AFP INVESTMENTS, LLC.**

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 of the Merging Entity in effect on the Effective Date of the merger, which has been approved in form and content and adopted

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by the Surviving Entity, will be the Operating Agreement of the Surviving Entity and will remain in full force and effect.

6. **MANAGEMENT BY MANAGER.** Samuel R. Sobel and Tarek Al Fassi, the Managers of the Surviving Entity, shall continue to manage the Surviving Entity as a manager-managed limited liability company after the merger. The names and addresses of the Managers are as follows: Samuel R. Sobel, 17939 Lake Estates Drive, Boca Raton, Florida 33496, and Tarek A. Fassi, 5111 Pine Tree Drive, Miami Beach, Florida 33139.

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

Since the assets of the Merging Entity and the Surviving Entity are owned by the same members, each of whom own a 50% membership interest in each entity, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interests of the members of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the members of the Merging Entity shall surrender their membership certificates to the Surviving Entity and such certificates shall be canceled. The then outstanding membership interests of the Merging Entity shall continue thereafter to constitute all of the outstanding membership interests of the Surviving Entity.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida and the State of Delaware, the within merger has been approved by all of the members of the Surviving Entity and by all members of the Merging Entity.

9. **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

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provisions of the Florida Limited Liability Company Act and the Delaware 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 the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. **AUTHORIZATION OF MANAGERS.** The Managers of the Merging Entity and the Managers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and 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.

11. **EFFECTIVE DATE.** This Plan shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida and the filing of Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any active or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida and the State of Delaware to consummate this merger.

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

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IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective Managers, who are duly authorized by the respective members of the Constituent Entities.

MERGING ENTITY:

JAFP INVESTMENTS, LLC,
a Florida limited liability company

By: _____

Samuel R. Sobel,
as Manager

By: _____

Tarek Al Fassi,
as Manager

SURVIVING ENTITY:

JAFP INVESTMENTS, LLC,
a Delaware limited liability company

By: _____

Samuel R. Sobel,
as Manager

By: _____

Tarek Al Fassi,
as Manager

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