

L04000037332

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

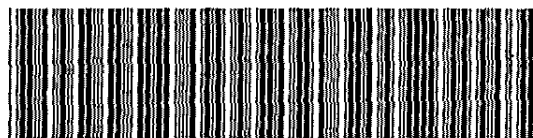
(Document Number)

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07/28/04--01035--009 **25.00

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RECEIVED
DIVISION OF REVENUE
04 AUG 12 AM 8:27



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 4, 2004

KAREN PHILLIPS
3399 PGA BLVD., STE. 450
PALM BEACH GARDENS, FL 33410

SUBJECT: PH I & II LLC
Ref. Number: L04000037332

We have received your document for PH I & II LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 25.00

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

There is a fee of \$25.00 due.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 004A00048630

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DIVISION OF CORPORATIONS



ram

ram development company
ram realty services
ram commercial group

VIA DHL
(850) 245-6051

July 27, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger
PH I & II LLC

To Whom It May Concern:

Please find enclosed the original executed Articles of Merger for PH I & II LLC along with our check number 1066 in the amount of \$25.00 for the filing fee.

Please return a copy of the filed Articles to my attention at the address listed below as soon as possible.

Thank you very much for your assistance. If you have any questions, please do not hesitate to contact me.

Sincerely,


Karen Phillips
Director

Enclosures

04 AUG 12 AM 8:27
DIVISION OF CORP. AFF. &
REG. STATE OF FLA.

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>PH I & II LLC</u> <u>3399 PGA Blvd. Ste 450</u> <u>Palm Beach Gardens, Fl 33410</u> | <u>Florida</u> | <u>Limited Liability Company</u> |
| | | FEI: _____ |

Florida Document/Registration Number: L04000037332

| | | |
|---|-----------------|----------------------------------|
| 2. <u>PH I & II, LLC</u> <u>3011 Grand Blvd., Ste 2405</u> <u>Detroit, Mi 48202</u> | <u>Michigan</u> | <u>Limited Liability Company</u> |
| | | FEI: <u>35-2176206</u> |

Florida Document/Registration Number: N/A

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

| | | |
|--|----------------|----------------------------------|
| <u>PH I & II LLC</u> <u>3399 PGA Blvd, Ste 450</u> <u>Palm Beach Gardens, Fl 33410</u> | <u>Florida</u> | <u>Limited Liability Company</u> |
| | | FEI: _____ |

Florida Document/Registration Number: L04000037332

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 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.

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DIVISION OF CORPORATIONS

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 a 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.

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 company and were executed in accordance with the laws of each party's applicable jurisdiction.

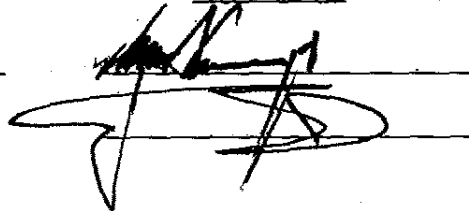
ELEVENTH: SIGNATURE(S) FOR EACH PARTY"
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

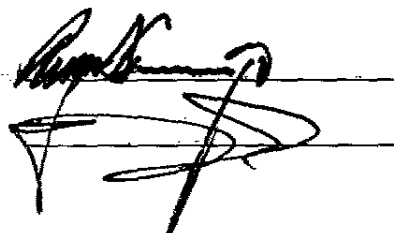
PH I & II LLC



Peter D. Cummings, Member Manager

James B. Cummings, Member Manager

PH I & II LLC



Peter D. Cummings, Member Manager

James B. Cummings, Member Manager

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VISION OF CORP
HALL

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 607.1103, 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 exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------|---------------------|
| PH I & II LLC | Florida |
| PH I & II, LLC | Michigan |

SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------|---------------------|
| PH I & II LLC | Florida |

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

All assets of the Michigan limited liability company will be transferred into the Florida limited liability company and then the Michigan limited liability company will cease to exist.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FOURTH:

A. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Because the Members of the Michigan limited liability company and the Florida limited liability company are identical, and because they hold their Membership Interests in the same proportion, there will be no changes in ownership as a result of the merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no "rights to acquire" interests, shares, obligations or other securities in either of the merged parties.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Department/Registration Number

N/A

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DIVISION OF CORPORATE &
REGISTRATION SERVICES

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s) managing members are as follows:

Peter D. Cummings Manager
3399 PGA Blvd., Suite 450
Palm Beach Gardens, FL 33490

James B. Cummings Manager
41 West Putnam Avenue
Greenwich, CT 06830

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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