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Division of Corporations

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Florida Department of State
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(((H04000201678 3)))

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MERGER OR SHARE EXCHANGE

PAXNER, INC.

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LAW OFFICES
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& POSNER
PROFESSIONAL ASSOCIATION

4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407
TEL: (561) 842-3000 • FAX: (561) 842-3626

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Date: November 3
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From: Michael J Posner, Esquire

Re: H04000201678 3
Merger Paxner, Inc. into Gardens of Georgia Ave.

MESSAGE

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Notice: The pages accompanying this facsimile transmission contain information from the law firm of Ward, Damon & Posner, P.A., which is confidential or privileged. The information is intended to be for the use of the individual or entity named on this cover letter. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this information is prohibited. If you have received this facsimile in error, please notify us by telephone immediately so that we can arrange for the retrieval of the original documents at no cost to you.

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with §607.1109 and §608.4382, 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.	Paxner, Inc. 4200 Georgia Avenue West Palm Beach, Florida 33401	Florida	Corporation
	Florida Document/Registration Number: <u>P99000078706</u> FEI Number: <u>65-0953585</u>		
2.	Gardens of Georgia Ave, LLC 3923 Lake Worth Road Suite #111 Lake Worth, Florida 33461	Florida	Limited Liability Company
	Florida Document/Registration Number: <u>L04000061769</u> FEI Number: <u>20-1614214</u>		

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>
	Gardens of Georgia Ave, LLC 3923 Lake Worth Road Suite #111 Lake Worth, Florida 33461	Florida	Limited Liability Company
	Florida Document/Registration Number: <u>L04000061769</u> FEI Number: <u>20-1614214</u>		

THIRD: The attached Plan of Merger meets the requirements of §607.1108, and §608.438, Florida Statutes, and was approved by each domestic corporation, and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

Bar No: 525685 ♦ Phone: 561/842-3000

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FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

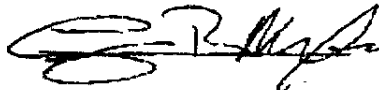
SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH:

SIGNATURE(S) FOR EACH PARTY:

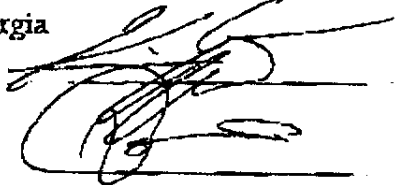
<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
-----------------------	---------------------	--

Paxner, Inc.



Craig Maxner, President

Gardens of Georgia
Ave, LLC



Kimmo P. Kyyro, Manager

Timo-Pekka Lehto, Manager

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
Bar No: 525685 ♦ Phone: 561/842-3000

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with §607.1107 and §608.4381 is being submitted in accordance with section §607.1108 and §608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Paxner, Inc.	Florida
Gardens of Georgia Ave, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Gardens of Georgia Ave, LLC	Florida

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

See Exhibit A attached hereto and made a part hereof

FOURTH:

A. The manner and basis of converting the interests, 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:

See Exhibit A attached hereto and made a part hereof

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:

See Exhibit A attached hereto and made a part hereof

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

Kimmo P. Kyyro

8044 Stirrup Cay Ct Boynton FL 33436

Timo-Pekka Lehto


6808 PERDIDO BAY TERR. LAKE WORTH FL 33463

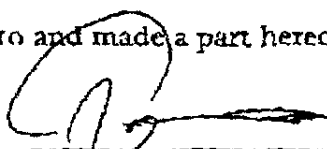
Craig Maxner

12676. Shoreline Drive Wmington 33414

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

See Exhibit A attached hereto and made a part hereof


Kimmo P. Kyyro


Timo-Pekka Lehto


Craig Maxner

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PLAN OF MERGER

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Plan of Merger dated September 30, 2004, by and between Gardens of Georgia Ave, LLC, a Florida limited liability company (hereinafter sometimes called the "Surviving Company"), and Paxner, Inc., a Florida corporation (hereinafter sometimes called the "Absorbed Corporation")

WITNESSETH:

WHEREAS, Paxner, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4200 Georgia Avenue, West Palm Beach, Florida 33401;

WHEREAS, Paxner, Inc. has a capitalization of Ten Thousand (10,000) authorized shares of One Dollars (\$1.00) par value, of which Two Hundred (200) shares are issued and outstanding. The authorized number of shares will be not be increased prior to the effective date of the merger;

WHEREAS, Gardens of Georgia Ave, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 3923 Lake Worth Road, Suite #111, Lake Worth, Florida 33461 and has a capitalization of Ten Thousand (10,000) authorized units of which Six Thousand Six Hundred and Sixty Six and 66/100 (6,666) units are issued and outstanding;

WHEREAS, the boards of directors of Paxner, Inc. and the members of Gardens of Georgia Ave, LLC deem it desirable and in the best business interests of the entities and their respective stockholders and members that Paxner, Inc. be merged into Gardens of Georgia Ave, LLC pursuant to the provisions of §607.1107, Florida Statutes of the Florida Business Corporation Act and §608.438 Florida Statutes of the Florida Limited Liability Company Act; and

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One: ~~Merger~~. Paxner, Inc. shall merge with and into Gardens of Georgia Ave, LLC, which shall be the Surviving Company.

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Section Two: Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three: Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into Units of the Surviving Company is as follows:

(a) Each share of the common stock of Paxner, Inc. issued and outstanding on the effective date of the merger shall be converted into Sixteen and 67/100 membership units in Gardens of Georgia Ave, LLC which membership units of the Surviving Company shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Company or its duly appointed agent, in such manner as the Surviving Company shall legally require. On receipt of such share certificates, the Surviving Company shall issue and exchange therefore membership certificates for units in the Surviving Company, representing the number of units of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on membership units in the Surviving Company until certificates have been issued to such stockholders. Thereafter, each such member shall be entitled to receive any dividends on units of the Surviving Company issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such member of the certificate for such units in the Surviving Company.

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Section Four: Changes in Articles of Organization. The Articles of Organization of the Surviving Company, Gardens of Georgia Ave, LLC shall continue to be its Articles of Organization following the effective date of the merger. 2004 NOV - 3 A 11: 46
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Section Five: Changes in Regulations. The Regulations of the Surviving Company, Gardens of Georgia Ave, LLC shall continue to be its Regulations following the effective date of the merger.

Section Six: Managers. The managers of the Surviving Company, Gardens of Georgia Ave, LLC, on the effective date of the merger shall continue as the managers of the Surviving Company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified except that Craig Maxner shall be appointed as a manager on the effective date of the merger.

Section Seven: Prohibited Transactions. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and Surviving Company may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight: Approval by Stockholders/Members. This plan of merger shall be submitted for the approval of the stockholders of Paxner, Inc. and the members of Gardens of Georgia Ave, LLC in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before September 30, 2004, or at such other time as to which the constituent entities may agree.

Section Nine: Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed with the Secretary of State of Florida.

Section Ten: Abandonment of Merger. This plan of merger may be abandoned by action of either the Surviving Company or the Absorbed Corporation at any time prior to the effective date if the merger is not approved by the stockholders/members of either the Surviving Company or the Absorbed Corporation on or before September 30, 2004.

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Section Eleven: Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument. 2004 NOV 3 AM 11:46

Executed on behalf of the parties by their officers/managers, sealed with their corporate and company seals, pursuant to the authorization of their respective boards of directors/managers on the date first above written. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gardens of Georgia Ave, LLC

By:


Kimmo P. Kyyro, Manager

By:


Timo-Pekka Lehto, Manager

(Company Seal)

Paxner, Inc.

By:


Craig Maxner, President

(Corporate Seal)