

NOV. 30, 2004 10:07 AM ns CORPORATION SVC CO

NO. 250 REP. 1/8:1

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Florida Department of State  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**DAVIE SQUARE LLC**

Certificate of Status	0
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137.50

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**L04-84078**

11-30-04

**ARTICLES OF MERGER  
OF  
DAVIE SQUARE ASSOCIATES, LTD., a Florida limited partnership ("Ltd.")  
AND  
G. P. DAVIE, INC., a Florida corporation ("Inc.")  
AND  
DAVIE SQUARE EXPANSION L.L.C., a Florida limited liability company ("LLC")  
AND  
DAVIE SQUARE LLC, a Florida limited liability company ("Company")**

Ltd., Inc., LLC and Company, pursuant to the applicable provisions of the Florida Statutes, do hereby adopt the following Articles of Merger for the purpose of merging Ltd., Inc. and LLC with and into Company.

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

	<u>Name and Street Address:</u>	<u>State of Formation</u>	<u>Entity Type</u>
A.	Davie Square Associates, Ltd. c/o 1645 SE 3 <sup>rd</sup> Court, Suite 200 Deerfield Beach, FL 33441	Florida	Limited Partnership
	Florida Document/Registration Number: A97000000144 FEI Number: 65-0719318		
B.	G. P. Davie, Inc. c/o 1645 SE 3 <sup>rd</sup> Court, Suite 200 Deerfield Beach, FL 33441	Florida	Corporation
	Florida Document/Registration Number: P96000095822 FEI Number: 65-0705898		
C.	Davie Square Expansion L.L.C. c/o 1645 SE 3 <sup>rd</sup> Court, Suite 200 Deerfield Beach, FL 33441	Florida	Limited Liability
	Florida Document/Registration Number: L01000011735 FEI Number: 65-1132071		

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	<u>Name and Street Address:</u>	<u>State of Formation</u>	<u>Entity Type</u>
D.	Davie Square LLC c/o 1645 SE 3 <sup>rd</sup> Court, Suite 200 Deerfield Beach, FL 33441	Florida	Limited Liability Co.

Florida Document/Registration Number: L04000084078  
FEI Number: 65-0719318

2. The Plan of Merger for merging Ltd., Inc., and LLC with and into Company, a true and correct copy of which Plan of Merger is attached hereto as Exhibit "A", has been duly approved by all of the general and limited partners of Ltd., all of the directors and shareholders of Inc., all of the members and managers of LLC, and all of the members and managers of Company, as follows:

A. As to Ltd., by all of the general and limited partners in the manner required by the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes, and by Ltd.'s constituent documents. All general and limited partners of Ltd. received notice as required by the applicable statutes and constituent documents or waived such notice.

B. As to Inc., by all of the directors and shareholders in the manner required by the Florida Business Corporation Act, Chapter 607, Florida Statutes, and by Inc.'s constituent documents. All directors and shareholders received notice as required by the applicable statutes and constituent documents or waived such notice.

C. As to LLC, by all of the members and managers in the manner required by the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and by LLC's constituent documents. All of the members and managers of LLC received notice as required by the applicable statutes and constituent documents or waived such notice.

D. As to Company, by all of the members and managers in the manner required by the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and by Company's constituent documents. All of the members and managers of Company received notice as required by the applicable statutes and constituent documents or waived such notice.

3. Company will continue to exist as the surviving entity under its present name as a Florida limited liability company 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).

4. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the constituent documents of any entity that is a party to the merger.

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5. The merger shall become effective on Nov. 30, 2004.
6. These Articles of Merger comply with, and were executed in accordance with, the laws of the State of Florida.
7. No amendments to the constituent documents of Company are desired to be effected by the Merger.

[SIGNATURE PAGE TO FOLLOW]

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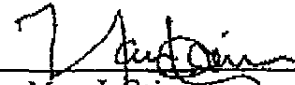
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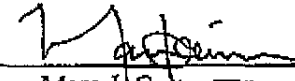
IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of these Articles of Merger at Palm Beach County, Florida, on the 30<sup>th</sup> day of November, 2004.

**DAVIE SQUARE ASSOCIATES, LTD.,**  
a Florida limited partnership

By: **G. P. DAVIE, INC.,** a Florida corporation  
Its: **General Partner**

By:   
Marc J. Geiserman  
Its: President

**G. P. DAVIE, INC.,**  
a Florida corporation

By:   
Marc J. Geiserman  
Its: President

**DAVIE SQUARE EXPANSION L.L.C.,**  
a Florida limited liability company

By:   
Marc J. Geiserman  
Its: Manager

**DAVIE SQUARE LLC,**  
a Florida limited liability company

By: **MJB Management LLC,**  
a Florida limited liability company  
Its: **Manager**

By:   
Marc J. Geiserman  
Its: Manager

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TALLAHASSEE, FLORIDA

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### PLAN OF MERGER

PLAN OF MERGER approved on Nov. 30, 2004 by DAVIE SQUARE ASSOCIATES, LTD., a Florida limited partnership ("Ltd."), G. P. DAVIE, INC., a Florida corporation ("Inc."), DAVIE SQUARE EXPANSION L.L.C., a Florida limited liability company ("LLC"), and DAVIE SQUARE LLC, a Florida limited liability company ("Company").

1. Ltd., Inc. and LLC 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, Company, which shall be the surviving entity upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under the name of DAVIE SQUARE LLC 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 separate existence of Ltd., Inc. and LLC, which are sometimes hereinafter referred to as the "terminating entities", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.
2. The operating agreement of Company will be the agreement among the members of the surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (or the corresponding provision(s) of any succeeding law). No amendments to the operating agreement of Company are desired to be effected by the Merger.
3. The manner and basis of converting the partnership interests of the general and limited partners of Ltd., the shares of stock of the shareholders of Inc., and the membership units of the members of LLC, into interests, partnership interests, shares, obligations, or other securities of the surviving entity or any other limited liability company or other business entity or, in whole or in part, into cash or other property, will be accomplished so that upon completion of conversion, ownership of the surviving entity will be as described in Paragraph 5 hereinbelow.
4. Upon the effective date of the merger, management of Company will be vested in a single manager, as follows: MJB Management LLC, a Florida limited liability company, whose address is 1645 SE 3<sup>rd</sup> Court, Suite 200, Deerfield Beach, FL 33441.
5. Upon the effective date of the merger, the members of the Company shall be as follows:

Name of Member

Interest in Profits & Losses

MJB Financial Ltd., a Colorado limited partnership	80%
Jeffrey Kurland and Lorraine Kurland, husband and wife, as Tenants by the Entireties	20%

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There are no other members.

6. The Plan of Merger herein made and approved shall be submitted to all of the general and limited partners of Ltd., to all of the directors and shareholders of Inc., to all of the members and managers of LLC, and to all of the members and managers of Company, for their approval or rejection in the manner prescribed by the laws of the State of Florida.
7. In the event that the Plan of Merger shall be approved by all of the general and limited partners of Ltd., all of the directors and shareholders of Inc., all of the members and managers of LLC, and all of the members and managers of Company, in compliance with the laws of the State of Florida, then: (a) the merger shall have been authorized; and (b) Ltd., Inc., LLC and Company 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

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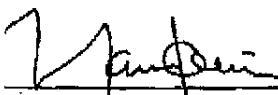
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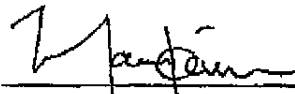
IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of this Plan of Merger at Palm Beach County, Florida, on the 30<sup>th</sup> day of November, 2004.

**DAVIE SQUARE ASSOCIATES, LTD.,**  
a Florida limited partnership


By: G. P. DAVIE, INC., a Florida corporation  
Its: General Partner

By:   
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Its: President

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**DAVIE SQUARE EXPANSION L.L.C.,**  
a Florida limited liability company

By:   
Marc J. Geiserman  
Its: Manager

**DAVIE SQUARE LLC,**  
a Florida limited liability company

By: MJB Management LLC, a Florida limited liability company  
Its: Manager

By:   
Marc J. Geiserman  
Its: Manager

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