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Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ROBEL FAMILY PARTNERS, LLC

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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To:	Attn: Division of Corporations		
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From:	Samantha J. Fitzgerald, Esq.	sfitzgerald@fowler-white.com	
Fax Number:	(305) 789-9201	Telephone Number: 305-789-9269	
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 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>
ROBEL PARTNERS, L.P. 2170 S.E. 17th Causeway Suite 302 Fort Lauderdale, FL 33316	California	L.P.

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>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ROBEL FAMILY PARTNERS, LLC 2500 Mercedes Drive Fort Lauderdale, FL 33316	Florida	L.L.C.

Florida Document/Registration Number: L04000087583

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

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: 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.

SIXTH: The merger shall become effective as of December 31, 2004

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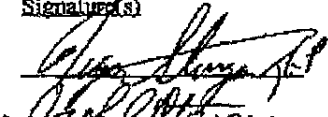

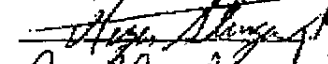
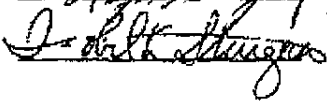
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SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Robel Partners, LP		Roger W. Sturgeon, General Partner
		Isobel K. Sturgeon, General Partner
Robel Family Partners, LLC		Roger W. Sturgeon, Manager
		Isobel K. Sturgeon, Manager

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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 section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
ROBEL PARTNERS, L.P.	California

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

<u>Name</u>	<u>Jurisdiction</u>
ROBEL FAMILY PARTNERS, L.L.C.	Florida

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

Robel Family Partners, L.L.C. ("Surviving Entity") was duly formed in the State of Florida on December 3, 2004, and is a Manager-Managed limited liability company. Robel Partners, L.P. ("Merging Entity") was duly formed in the State of California on December 19, 2000. Immediately prior to the Merger, the Merging Entity was owned as follows:

ROBEL PARTNERS, L.P. - MERGING ENTITY		
Name of Partner	Limited or General Partnership Interest	% of Interest
Roger W. Sturgeon	General	1%
Isobel K. Sturgeon	General	1%

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Roger W. Sturgeon	Limited	24.495%
Isobel K. Sturgeon	Limited	24.495%
Sheila Elizabeth Freitas (a/k/a Sheila Elizabeth Sturgeon, Trustee of the Sturgeon Grandchildren's Irrevocable Trust FBO Rishelle Sturgeon UTA 1/16/01	Limited	3.5%
Sheila Elizabeth Freitas (a/k/a Sheila Elizabeth Sturgeon, Trustee of the Sturgeon Grandchildren's Irrevocable Trust FBO Ryan Sturgeon UTA 1/16/01	Limited	3.5%
Ronald Sturgeon, Trustee of the Virginia Buss Irrevocable Trust UTA 1/1/601	Limited	3.5%
Michele Hartford, Trustee of the Lauren Taylor Irrevocable Trust UTA 1/16/01	Limited	3.5%
Michele Hartford, Trustee of the Diva and Robert Taylor Irrevocable Trust UTA 1/16/01	Limited	7%
Robert or Diva Taylor, Trustees of the William Taylor Irrevocable Trust UTA 1/16/01	Limited	3.5%
Robert or Diva Taylor, Trustees of the Michele Hartford Irrevocable Trust UTA 1/16/01	Limited	3.5%
James Black, Trustee of the Russell Sturgeon Irrevocable Trust UTA 1/16/01	Limited	4.67%
James Black, Trustee of the Ronald Sturgeon Irrevocable Trust UTA 1/16/01	Limited	4.67%
Ronald Sturgeon, Trustee of the Randall Sturgeon Irrevocable Trust UTA 1/1/601	Limited	4.67%
Sheila Elizabeth Sturgeon (now married and named Freitas), Trustee of the Richard Sturgeon Irrevocable Trust UTA 1/16/01	Limited	3.5%
Richard Anthony Sturgeon, Trustee of the Sheila Elizabeth Sturgeon (now married and named Freitas) Irrevocable Trust UTA 1/1/601	Limited	3.5%
Total	-	100%

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The Limited Partners and the General partners 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 have adopted resolutions on December 31, 2004, and December 31, 2004, respectively, which provide that, pursuant to the applicable provisions of the Florida Limited Liability Company Act and the California Revised Limited Partnership Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of 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.

The Articles of Organization of the Surviving Entity in effect on the Effective Date (as defined below) shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger, which has been approved in form and content and adopted by the Surviving Entity, will be the Operating Agreement of the Surviving Entity and will remain in full force and effect.

The Surviving Entity shall be managed by one or more Managers. The initial managers shall be as follows:

Roger W. Sturgeon	2500 Mercedes Drive Fort Lauderdale, FL 33316
Isobel K. Sturgeon	2500 Mercedes Drive Fort Lauderdale, FL 33316

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FOURTH: 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:

Each partner of the Merging Entity, whether such partner held a limited or general interest, shall receive an identical percentage interest in the Surviving Entity as he or she held in the Merging Entity. Upon the Effective Date of the Merger, the Membership Interests of the Surviving Entity shall be as follows:

ROBEL FAMILY PARTNERS, L.L.C. - SURVIVING ENTITY	
Name of Member	% of Interest
Roger W. Sturgeon	24.495%
Isobel K. Sturgeon	24.495%
Sheila Elizabeth Freitas (a/k/a Sheila Elizabeth Sturgeon, Trustee of the Sturgeon Grandchildren's Irrevocable Trust FBO Rishelle Sturgeon UTA 1/16/01	3.5%
Sheila Elizabeth Freitas (a/k/a Sheila Elizabeth Sturgeon, Trustee of the Sturgeon Grandchildren's Irrevocable Trust FBO Ryan Sturgeon UTA 1/16/01	3.5%
Ronald Sturgeon, Trustee of the Virginia Buss Irrevocable Trust UTA 1/1/601	3.5%
Michele Hartford, Trustee of the Lauren Taylor Irrevocable Trust UTA 1/16/01	3.5%
Michele Hartford, Trustee of the Diva and Robert Taylor Irrevocable Trust UTA 1/16/01	7%
Robert or Diva Taylor, Trustees of the William Taylor Irrevocable Trust UTA 1/16/01	3.5%
Robert or Diva Taylor, Trustees of the Michele Hartford Irrevocable Trust UTA 1/16/01	3.5%

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James Black, Trustee of the Russell Sturgeon Irrevocable Trust UTA 1/16/01	4.67%
James Black, Trustee of the Ronald Sturgeon Irrevocable Trust UTA 1/16/01	4.67%
Ronald Sturgeon, Trustee of the Randall Sturgeon Irrevocable Trust UTA 1/1/601	4.67%
Sheila Elizabeth Sturgeon (now married and named Freitas), Trustee of the Richard Sturgeon Irrevocable Trust UTA 1/16/01	3.5%
Richard Anthony Sturgeon, Trustee of the Sheila Elizabeth Sturgeon (now married and named Freitas) Irrevocable Trust UTA 1/1/601	3.5%
Total	100%

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:

No rights to acquire interests, shares, obligations or other securities of the Merging Entity exist.

FIFTH: 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 California (the "Effective Date"). Neither of the 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 entities

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may take any and all action necessary or appropriate under the laws of the State of Florida and the State of California to consummate this merger.

MERGING ENTITY:

ROBEL PARTNERS, L.P.,
a California limited partnership

By:


Roger W. Sturgeon, General Partner

By:


Isobel K. Sturgeon, General Partner

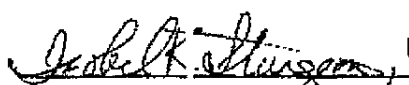
SURVIVING ENTITY:

ROBEL FAMILY PARTNERS, L.L.C.,
a Florida limited liability company

By:


Roger W. Sturgeon, Manager

By:


Isobel K. Sturgeon, Manager

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