

L05000018095

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

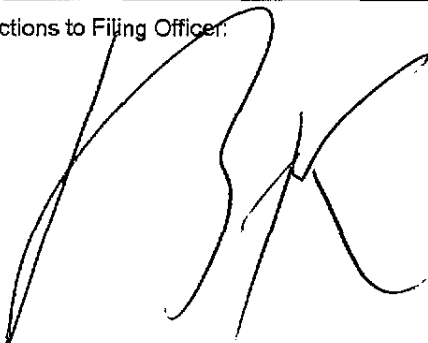
PICK-UP     WAIT     MAIL

(Business Entity Name)

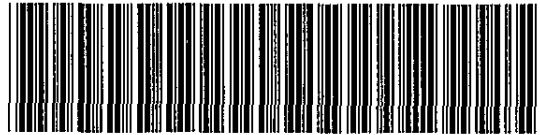
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TALLAHASSEE, FLORIDA

05 MAR 30 AM 10:50

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAR 30 AM 10:44

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 284421 87181A

AUTHORIZATION :

COST LIMIT : \$ ~~125.00~~ 125.00

*Patricia Pingel*

05 MAR 30 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

ORDER DATE : March 29, 2005

ORDER TIME : 10:34 AM

ORDER NO. : 284421-005

CUSTOMER NO: 87181A

CUSTOMER: Beverley Pingel  
Lloyd Granet, P.a.  
Suite 235  
2295 Nw Corporate Boulevard  
Boca Raton, FL 33431-7330

ARTICLES OF MERGER

159 COMPANY, INC.  
901 COMPANY, INC.

INTO

HOP HOLDING LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
**OF**  
**901 COMPANY, a Florida corporation ("Co.")** P93000059774  
**AND**  
**159 COMPANY, INC., a Florida corporation ("Inc.")**  
**AND** P97000064428  
**159/901 LLC, a Florida limited liability company (the "Company")**

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

I. The name and address and other pertinent information regarding Co., Inc. and the Company are as follows:

<u>Name and Street Address:</u>	<u>State of Formation</u>	<u>Entity Type</u>
A. 901 Company c/o Lloyd Granet, P.A. 2295 NW Corporate Blvd., #235 Boca Raton, FL 33431  Florida Document/Registration Number: P93000059774	Florida	Corporation
B. 159 Company, Inc. c/o Lloyd Granet, P.A. 2295 NW Corporate Blvd., #235 Boca Raton, FL 33431  Florida Document/Registration Number: P97000064428	Florida	Corporation
C. 159/901 LLC c/o Lloyd Granet, P.A. 2295 NW Corporate Blvd., #235 Boca Raton, FL 33431  Florida Document/Registration Number: L05000018095	Florida	Limited Liability Co.

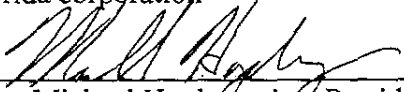
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 TALLAHASSEE, FLORIDA

2. The Plan of Merger for merging Co. and Inc. with and into the 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 directors and shareholders of Co. and Inc. and all of the members and managers of Company, as follows:
  - A As to Co., by all of the directors and shareholders in the manner required by the Florida Business Corporation Act, Chapter 607, Florida Statutes, and by Co.'s constituent documents. All directors and shareholders 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 the 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 the Company received notice as required by the applicable statutes and constituent documents or waived such notice.
3. The 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.
5. The merger shall become effective on March 30,     , 2005.
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 the Company are desired to be effected by the Merger.

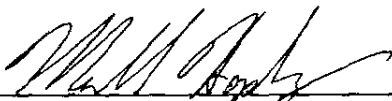
**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of these Articles of Merger at Palm Beach County, Florida, on the 29<sup>th</sup> day of March, 2005.

**901 COMPANY,**  
a Florida corporation

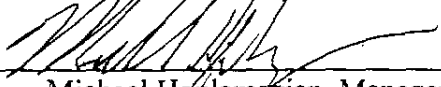
By:   
Michael Hoplamazian, President

**159 COMPANY, INC.,**  
a Florida corporation

By:   
Michael Hoplamazian, President

**159/901 LLC,**  
a Florida limited liability company

By: **HOP HOLDING LLC**, a Florida limited liability company, its Sole Manager

By:   
Michael Hoplamazian, Manager

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## PLAN OF MERGER

PLAN OF MERGER approved on March 29, 2005 by **901 COMPANY**, a Florida corporation ("Co."), **159 COMPANY, INC.**, a Florida corporation ("Inc."), and **159/901 LLC**, a Florida limited liability company (the "Company")

1. Co. and Inc. 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, the 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 **159/901 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 Co. and Inc., 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 the 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 the Company are desired to be effected by the Merger.
3. The manner and basis of converting the shares of stock of the shareholders of Co. and Inc., into interests, membership 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 herein below.
4. Upon the effective date of the merger, management of the Company will be vested in a single manager, as follows: HOP HOLDING LLC, a Florida limited liability company whose address is: c/o Lloyd Granet, P.A., 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431.
5. Upon the effective date of the merger, the members of the Company shall be as follows:

Name of Member

Interest in Profits & Losses

HOP HOLDING LLC, a Florida  
limited liability company

100%

There are no other members.

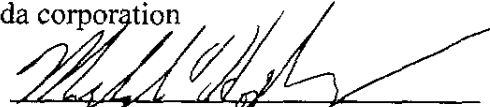
6. The Plan of Merger herein made and approved shall be submitted to all of the directors and shareholders of Co. and Inc., and to all of the members and managers of the Company, for their approval or rejection in the manner prescribed by the laws of the State of Florida.
7. In the event that the Plan of Merger shall be approved by all of the directors and shareholders of Co. and Inc., and all of the members and managers of the Company, in compliance with the laws of the State of Florida, then: (a) the merger shall have been authorized; and (b) Co., Inc. and the 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.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of this Plan of Merger at Palm Beach County, Florida, on the 29th day of March, 2004.

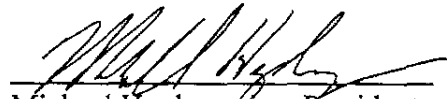
**901 COMPANY,**  
a Florida corporation

By:

  
Michael Hoplamazian, President

**159 COMPANY, INC.,**  
a Florida corporation

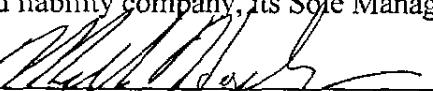
By:

  
Michael Hoplamazian, President

**159/901 LLC,**  
a Florida limited liability company

By: **HOP HOLDING, LLC**, a Florida  
limited liability company, its Sole Manager

By:

  
Michael Hoplamazian, Manager