

Aug-01-2007 04:02pm From-RUDEN MCCLOSKEY 17 FL ST

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T-002 P.001/005 F-877

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MERGER OR SHARE EXCHANGE

Broken Sound United (6111) LLC

Certificate of Status	1
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Aug-01-2007 04:02pm From:RUDEN MCCLOSKEY 17 FL ST

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**ARTICLES OF MERGER
OF
BROKEN SOUND UNITED (6111) LLC,
a Florida limited liability company
(Merged Entity)**

WITH AND INTO

**BROKEN SOUND UNITED (6111) LLC,
a Delaware limited liability company
(Surviving Entity)**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

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>
Broken Sound United (6111) LLC 7777 Glades Road, Suite 201 Boca Raton, Florida 33434 Florida Document No.: L05000041169	Florida	limited liability company

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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>
Broken Sound United (6111) LLC 6111 Broken Sound Parkway, NW Suite 350 Boca Raton, Florida 33487	Delaware	limited liability company

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

FOURTH: The Agreement and Plan of Merger was approved by the surviving party in accordance with the laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, articles of organization or operating agreement of any limited

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liability company that is a party to this merger or is not prohibited by the certificate of formation or the operating agreement of any limited liability company that is a party to the merger.

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

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

EIGHTH: Signature(s) for each party:

BROKEN SOUND UNITED (6111) LLC, a Florida limited liability company

By: 
Jeffrey L. Schmier, Manager

BROKEN SOUND UNITED (6111) LLC, a Delaware limited liability company

By: 
Jeffrey L. Schmier, Manager

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11/10/00 11:00 AM

EXHIBIT AAGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of July 31st 2007, between **BROKEN SOUND UNITED (6111) LLC**, a Florida limited liability company (the "Merged Entity") and **BROKEN SOUND UNITED (6111) LLC**, a Delaware limited liability company (the "Survivor").

RECITALS

The manager and members of the Merged Entity and the manager and members of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective members that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I
THE MERGER

At the Effective Time (as defined in Article V hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act") and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company.

ARTICLE II
THE SURVIVING LIMITED LIABILITY COMPANY

A. At the Effective Time, the Certificate of Formation of the Survivor, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the Survivor.

B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Survivor, until thereafter altered, amended or repealed.

C. At the Effective Time, the manager and members of the Survivor shall remain the manager and members of the Surviving Limited Liability Company.

D. At the Effective Time, the name and business addresses of the manager of the Survivor shall be Jeffrey L. Schmier, 6111 Broken Sound Parkway NW, Suite 350, Boca Raton, Florida 33487.

ARTICLE III
MANNER AND BASIS OF CONVERTING MEMBERS INTEREST

At the Effective Time, the member interests in the Merging Entity shall be surrendered to the Survivor for cancellation.

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ARTICLE IV
EFFECT OF MERGER

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

ARTICLE V
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

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