

L05000074028

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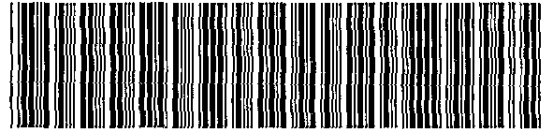
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*8/1/05*

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Suite 1200  
106 East College Avenue  
Tallahassee, FL 32301  
www.akerman.com  
850 224 9634 tel 850 222 0103 fax

July 29, 2005

Buck Kohr  
Limited Liability Company Filings  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

**EFFECTIVE DATE**  
8/1/05

**FILED**  
05 JUL 29 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Minto Management Services, Inc. into Minto Management, LLC

Dear Mr. Kohr,

Please find enclosed the original Articles of Merger and Agreement and Plan of Merger for the above referenced company along with one additional copy and a check for the filing fees and certified copy fee in the amount of \$90.00.

We would like to file the Articles of Merger at this time and request one certified copy. Please let me know if you require any additional information. Thank your for your assistance with this matter.

Very truly yours,

Felicia Leborgne Nowels

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

**MINTO MANAGEMENT SERVICES, INC.**, a Florida corporation  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: F79291

**SECOND:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

**MINTO MANAGEMENT SERVICES, LLC**, a Florida limited liability company  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: L05000074028

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each Minto Management Services, Inc. and Minto Management Services, LLC in accordance with Chapters 607 and 608, Florida Statutes, respectively.

**FOURTH:** The merger is permitted under the laws of the State of Florida and is not prohibited by the operating agreement or articles of organization of Minto Management Services, LLC.

**FIFTH:** Minto Management Services, LLC is managed by its Board of Managers, whose names and addresses are as follows:

Michael Greenberg	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Philippe Joannis	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Harry Posin	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073

**SIXTH:** The merger shall become effective as of August 1, 2005, 10:00 A.M. EST.

**SEVENTH:** These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

**EIGHTH:** Signatures for each party:

EFFECTIVE DATE  
8/1/05

FILED  
05 JUL 29 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGING ENTITY:**

**MINTO MANAGEMENT SERVICES, INC.**

By: [Signature]  
Name: Richard J. Green  
Title: President

By: [Signature]  
Name: Philippe J. Janssens  
Title: Senior Vice President

**SURVIVING ENTITY:**

**MINTO MANAGEMENT SERVICES, LLC**

By: [Signature]  
Name: Richard J. Green  
Title: President

By: [Signature]  
Name: Philippe J. Janssens  
Title: Senior Vice President

STEPS 18, 19, 25

**Exhibit A**  
**Agreement and Plan of Merger**

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 29 day of July, 2005 by MINTO MANAGEMENT SERVICES, LLC, a Florida limited liability company ("LLC") and MINTO MANAGEMENT SERVICES, INC., a Florida corporation ("CORPORATION").

### **RECITALS**

The Board of Managers and the sole Member of LLC and the Board of Directors and sole shareholder of CORPORATION have determined that it is advisable and in the best interest of each of LLC and CORPORATION that CORPORATION be merged with and into LLC on the terms and subject to the conditions set forth herein (the "Merger").

### **ARTICLE I**

#### **The Merger**

On the Effective Date (as defined in Article V hereof), CORPORATION shall merge with and into LLC in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, and the separate existence of CORPORATION shall cease and LLC shall thereafter continue as the surviving limited liability company (the "Surviving Entity") under the laws of the State of Florida.

### **ARTICLE II**

#### **The Surviving Entity**

On the Effective Date, the Articles of Organization of LLC, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity.

On the Effective Date, the Operating Agreement of LLC, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers of LLC shall be the officers of the Surviving Entity until their successors are elected and qualified, and management of the Surviving Entity shall continue to be vested in its Board of Managers and officers.

### **ARTICLE III**

#### **Manner and Basis of Converting Shares**

On the Effective Date, each issued and outstanding share of common stock, par value \$1.00 per share, of CORPORATION, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) voting common unit of LLC.

#### ARTICLE IV

##### Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of CORPORATION shall vest in the Surviving Entity, and all liabilities and obligations of CORPORATION shall become liabilities and obligations of the Surviving Entity.

#### ARTICLE V

##### Effective Date

As used in this Agreement, the term "Effective Date" shall mean August 1, 2005, 10:00 A.M. EST.

#### ARTICLE VI

##### Amendment, Modification and Termination; Counterparts

The sole Member of LLC, the Board of Managers of LLC, the sole shareholder of CORPORATION and/or the Board of Directors of CORPORATION may amend, terminate and/or abandon the Merger at any time prior to the Effective Date. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

#### ARTICLE VII

##### Management

The Surviving Entity is managed by its Board of Managers. The names and addresses of each Manager on the Board of Managers are:

Michael Greenberg	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Philippe Joannis	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Harry Posin	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073

*[Signatures on next page.]*

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

**LLC:**

**MINTO MANAGEMENT SERVICES, LLC**

By: [Signature]  
Name: Nicholas J. Greaney  
Title: Registered

By: [Signature]  
Name: Philippe J. Janssens  
Title: Senior Vice President

**CORPORATION:**

**MINTO MANAGEMENT SERVICES, INC.**

By: [Signature]  
Name: Nicholas J. Greaney  
Title: President

By: [Signature]  
Name: Philippe J. Janssens  
Title: Senior Vice President