

11/14/2005 14:12 850-245-6297

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From: RUDEN MCCLOSKEY 17 FL ST

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P.001/002 F-376

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Florida Department of State
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*Please give me the
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MERGER OR SHARE EXCHANGE

LAKES PARK INVESTMENTS, LLC

Certificate of Status	1
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Page Count	05
Estimated Charge	\$140.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 14, 2005

LAKE PARK INVESTMENTS, LLC
17901 N.W. 5 STREET
PEMBROKE PINES, FL 3302908

SUBJECT: LAKE PARK INVESTMENTS, LLC
REF: L05000083840

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The effective day must be specific and cannot be prior to the date of filing.

We didn't receive this in our office until November 9th. You have requested an effective date of November 7th.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

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EXHIBIT "A"AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of November 9th, 2005, between LAKES PARK PLAZA, INC., a Florida corporation and LAKES PARK PLAZA OF SILVER LAKES, INC., a Florida corporation (the "Merged Entities") and LAKE PARK INVESTMENTS, LLC, a Florida limited liability company (the "Survivor").

RECITALS

The board of directors and shareholders of the Merged Entities and the members of the Survivor have determined that it is advisable and in the best interests of the Merged Entities and the Survivor and their respective owners that the Merged Entities 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 VI hereof), the Merged Entities 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 Entities shall cease and the Survivor shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

ARTICLE II
THE SURVIVING LIMITED LIABILITY COMPANY

A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization 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 in accordance with the Act and the Articles of Organization of the Survivor.

C. At the Effective Time, the directors of the Merged Entities shall be relieved of their duties, as the Survivor shall be managed by its managing members and will be a member managed limited liability company.

D. At the Effective Time, the officers of the Merged Entities shall be relieved of their duties.

E. At the Effective Time, the name and address of the Registered Agent of the Survivor shall be Sixta Castillo, 17901 N.W. 5th Street, Suite 204, Pembroke Pines, Florida 33029.

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This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of November 9th, 2005.

LAKE PARK PLAZA, INC.,
a Florida corporation

By: [Signature]
Sixta Castillo, President

LAKE PARK PLAZA OF SILVER LAKES, INC.,
a Florida corporation

By: [Signature]
Sixta Castillo, President

LAKE PARK INVESTMENTS, LLC,
a Florida limited liability company

By: [Signature]
Sixta Castillo, Authorized Signatory of the Members

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From: RUDEN MCCLOSKEY 17 FL ST

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THIRD:

Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan of Merger") between Lakes Park Plaza, Inc., a Florida corporation and Lakes Park Plaza of Silver Lakes, Inc., a Florida corporation (the "Merged Corporations") and Lakes Park Investments, LLC, a Florida limited liability company (the "Survivor").

FOURTH:

The Plan of Merger was approved by the Merged Corporations in accordance with the applicable provisions of Chapter 607, Florida Statutes (Florida Business Corporation Act) and by the Survivor in accordance with the applicable provisions of Chapter 608, Florida Statutes (Florida Limited Liability Company Act).

FIFTH:

The merger that is the subject hereof is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or the Articles of Organization of the Survivor.

SIXTH:

The effective date of the merger shall be November 9th, 2005.

SEVENTH:

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

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ARTICLES OF MERGER

These Articles of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST:

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Lakes Park Plaza, Inc. 17901 N.W. 5 th Street, Suite 204 Pembroke Pines, Florida 33029 Florida Document No.: V33586 FEIN: 65-0414741	Florida	Corporation
Lakes Park Plaza of Silver Lakes, Inc. 17901 N.W. 5 th Street, Suite 204 Pembroke Pines, Florida 33029 Florida Document No: P96000048919 FEIN: 65-0677497	Florida	Corporation

SECOND:

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Lakes Park Investments, LLC 17901 N.W. 5 th Street, Suite 204 Pembroke Pines, Florida 33029 Florida Document No.: L05000083840	Florida	Limited Liability Company

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ARTICLE III
MANNER AND BASIS OF CONVERTING MEMBER INTEREST

At the Effective Time, the shares of the Merging Entities shall be cancelled. The Survivor and the membership interests of the Survivor issued and outstanding immediately following the Effective Time shall be unchanged by the Merger.

ARTICLE IV
EFFECT OF MERGER

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entities shall vest in the Survivor, and all liabilities and obligations of the Merged Entities 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
MANAGEMENT OF SURVIVING LIMITED LIABILITY COMPANY

The Survivor is a Florida limited liability company and it is to be managed by its managing members. The name and address of the managing members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LLP Parent, Inc.	17901 N.W. 5 th Street Suite 204 Pembroke Pines, Florida 33442
LLP of SL Parent, Inc.	17901 N.W. 5 th Street Suite 204 Pembroke Pines, Florida 33442

ARTICLE VI
EFFECTIVE TIME

As used in this agreement, the term "Effective Time" shall mean November 9, 2005.

[END OF DOCUMENT]

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