

L05000105071

Division of Corporations

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MERGER OR SHARE EXCHANGE

MANOR INVESTMENT ASSOCIATES II, L.L.C.

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ARTICLES OF MERGER

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Section 608.4381(2) of the Florida Statutes, the following Plan of Merger was approved by the written consent of Arnold Vandroff, Managing Member of Manor Investment Associates II, L.L.C., a Florida limited liability company, whose address is 5150 Belfort Road, Building 200, Jacksonville, Florida 32256 and whose Florida document/registration number is L05000105071 (hereinafter referred to as the "Surviving Company"); by the written consent of Arnold Friedman, Managing Member of Arnold Friedman Associates, L.L.C., a Florida limited liability company, whose address is P.O. Box 551260, Jacksonville, Florida 32255 and whose Florida document/registration number is L99000008127; by the written consent of Arnold Vandroff, Managing Member of Arnold Vandroff Associates, L.L.C., a Florida limited liability company, whose address is 5150 Belfort Road, Building 200, Jacksonville, Florida 32256 and whose Florida document/registration number is L99000008125; by the written consent of Howard Vandroff, Managing Member of Howard Vandroff Associates, L.L.C., a Florida limited liability company, whose address is P.O. Box 551260, Jacksonville, Florida 32255 and whose Florida document/registration number is L99000008128; by the written consent of Stanley Vandroff, Managing Member of Stanley Vandroff Associates, L.L.C., a Florida limited liability company, whose address is P.O. Box 551260, Jacksonville, Florida 32255 and whose Florida document/registration number is L99000008126; and by the written consent of Michael Donziger, Managing Member of Michael Donziger Associates, L.L.C., a Florida limited liability company, whose address is P.O. Box 551260, Jacksonville, Florida 32255 and whose Florida document/registration number is L99000008124 (hereinafter collectively referred to as the "Absorbed Entities"), which Absorbed Entities' sole asset is an undivided interest in and to that certain real property described on Exhibit A attached hereto:

PLAN OF MERGER

Section One. Merger. Arnold Friedman Associates, L.L.C., a Florida limited liability company; Arnold Vandroff Associates, L.L.C., a Florida limited liability company; Howard Vandroff Associates, L.L.C., a Florida limited liability company; Stanley Vandroff Associates, L.L.C., a Florida limited liability company; Michael Donziger Associates, L.L.C., a Florida limited liability company, (sometimes the "Absorbed Entities" and as owner of an undivided interest in and to that certain real property described in Exhibit A attached hereto), shall merge with and into Manor Investment Associates II, L.L.C., a Florida limited liability company, (sometimes the "Surviving Company"), whose address is 5150 Belfort Road, Building 200, Jacksonville, Florida 32256 and whose Florida document/registration number is L05000105071.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the Absorbed Entities, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entities then owing as of such date with respect to the Absorbed Entities, and neither the rights of creditors nor any liens on the property of the Absorbed Entities shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the Absorbed Entities into interests in the Surviving Company is as follows:

The entire ownership interests of each of the Absorbed Entities held on the effective date of the merger shall be converted into twenty (20%) percent of the membership interests in the Surviving Company as follows:

Arnold Friedman, sole Member of Arnold Friedman Associates, L.L.C.,
as to a 20% Membership Interest in Manor Investment Associates II, L.L.C.
Arnold Vandroff, sole Member of Arnold Vandroff Associates, L.L.C.,
as to a 20% Membership Interest in Manor Investment Associates II, L.L.C.
Howard Vandroff, sole Member of Howard Vandroff Associates, L.L.C.,
as to a 20% Membership Interest in Manor Investment Associates II, L.L.C.
Stanley Vandroff, sole Member of Stanley Vandroff Associates, L.L.C.,
as to a 20% Membership Interest in Manor Investment Associates II, L.L.C.
Michael Donziger, sole Member of Michael Donziger Associates, L.L.C.,
as to a 20% Membership Interest in Manor Investment Associates II, L.L.C.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

Section Six. Managing Member. The Managing Members of the Surviving Company on the effective date of the merger shall continue as the Managing Members of the Surviving Company. The Managing Members of the Surviving Company are Arnold Vandroff and Stanley Vandroff. Their address is 5150 Belfort Road, Building 100, Jacksonville, Florida 32256.

Section Seven. Approval by Members of the Surviving Company, the Surviving Company and All of the Members of the Absorbed Entities. This Plan of Merger has been approved by the Members of the Surviving Company, the Surviving Company and by all of the Members of the Absorbed Entity.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are filed with Florida Secretary of State.


2. The Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and has been approved by the Managing Members of the Surviving Company, and by all of the Members of the Absorbed Entities in accordance with Chapters 608 of the Florida Statutes.

3. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or the Articles of Organization of any limited liability company that is a party to the merger.

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The undersigned Manor Investment Associates II, L.L.C.; Arnold Friedman Associates, L.L.C.; Arnold Vandroff Associates, L.L.C.; Howard Vandroff Associates, L.L.C.; Stanley Vandroff Associates, L.L.C.; and Michael Donziger Associates, L.L.C. have caused these Articles of Merger of Arnold Friedman Associates, L.L.C.; Arnold Vandroff Associates, L.L.C.; Howard Vandroff Associates, L.L.C.; Stanley Vandroff Associates, L.L.C.; and Michael Donziger Associates, L.L.C. into Manor Investment Associates II, L.L.C., duly executed this 27th day of October, 2005.

Manor Investment Associates II, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Esq., Authorized Representative

"Surviving Company"


Arnold Friedman Associates, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Esq., Authorized Representative

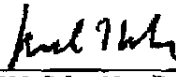
Arnold Vandroff Associates, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Esq., Authorized Representative

Howard Vandroff Associates, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Esq., Authorized Representative

Stanley Vandroff Associates, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Esq., Authorized Representative

Michael Donziger Associates, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Esq., Authorized Representative

"Absorbed Entities"

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Exhibit "A"

Lots 1, 2, 3, 8, 9, 10, 11, 12 and 4 (excepting therefrom the Westerly (5) feet of said Lot 4, together with one half of a certain 12 foot wide public alley adjacent to said lots closed by City of Jacksonville Beach Ordinance 98-7752, all lying in Block 154 of PABLO BEACH SOUTH SUBDIVISION as recorded in Plat Book 3, Page 28 of the current public records of Duval County, Florida.

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