

Division of Corporations

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L06000015422

Florida Department of State
Division of Corporations
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(5)

2/16 merger

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L06-15422 Survivor

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MERRICK PARTNERS, LLC

| | |
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2/16/2006

M. HODGES

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**ARTICLES OF MERGER
OF
MERRICK PARTNERS, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)
AND
MERRICK PARTNERS, LLP
(TERMINATING DOMESTIC LIMITED LIABILITY PARTNERSHIP)**

The following articles of merger are being submitted in accordance with section(s) 608.4382 and 620.8918 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|----------------------------------|
| Merrick Partners, LLC 9955 North Kendall Drive, Ste 205 Miami, Florida 33176 | Florida | profit limited liability company |

Florida Document/Registration Number: L06000015422 FEI Number:

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|-------------------------------|
| Merrick Partners, LLP 9955 North Kendall Drive, Ste 205 Miami, Florida 33176 | Florida | limited liability partnership |

Florida Document/Registration Number: GP0500001004 FEI Number: 20-2640405

THIRD: The Plan of Merger meets the requirements of section(s) 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and general partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes and is attached hereto and made a part hereof.

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

FIFTH: Adoption of Merger by the Surviving Company:

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The Plan of Merger was adopted by the members of the surviving company on February 10th, 2006.

SIXTH: Adoption of Merger by the Merging Partnership:

The Plan of Merger was approved by all the partners of the Merging Partnership on February 10th, 2006.

SEVENTH: SIGNATURE(S):

Dated: 2/14, 2006.

MERRICK PARTNERS, LLC, a Florida limited liability company

By: 

Steven Schiff, Manager

MERRICK PARTNERS, LLP, a Florida limited liability partnership

SGS Gables Properties, LLC, a Florida limited liability company, Managing Partner

By: 

Steven Schiff, Manager

GOS Gables Properties, LLC, a Florida limited liability company, Managing Partner

By: 

Gary Shear, Manager Agent

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PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with section(s) 620.8918 and 608.4382, is being submitted in accordance with section(s) 620.8918 and 608.4382, Florida Statutes.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|----------------------------------|
| Merrick Partners, LLC 9955 North Kendall Drive, Ste 205 Miami, Florida 33176 | Florida | profit limited liability company |

Florida Document/Registration Number: L06000015422 FEI Number:

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| Name and Street Address | Jurisdiction | Entity Type |
|--|--------------|-------------------------------|
| Merrick Partners, LLP 9955 North Kendall Drive, Ste 205 Miami, Florida 33176 | Florida | limited liability partnership |

Florida Document/Registration Number: GP0500001004 FEI Number: 20-2640405

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company 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.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging partnership shall become the responsibility of the surviving company.

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FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued partnership interest of the merging (terminating) partnership shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

Steven Schiff
9955 North Kendall Drive, Ste 205
Miami, Florida 33176

Gary Shear
6817 SW 81 Terrace
Miami, Florida 33143

MERRICK PARTNERS, LLC, a Florida limited liability company

By: 

Steven Schiff, Manager

MERRICK PARTNERS, LLP, a Florida limited liability partnership


SGS Gables Properties, LLC, a Florida limited liability company, Managing Partner

By: 

Steven Schiff, Manager

GOS Gables Properties, LLC, a Florida limited liability company, Managing Partner

By: 

Gary Shear, Manager 

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