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Division of Corporations

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Account Name : LLOYD GRANET
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MERGER OR SHARE EXCHANGE

44 NW 11th LLC

Certificate of Status	0
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\$80.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
MIAMI FRIEDMAN LLC, a Florida limited liability company ("Miami")
AND
44 NW 11th LLC, a Florida limited liability company ("LLC")**

Miami and LLC, pursuant to the applicable provisions of the Florida Statutes, do hereby adopt the following Articles of Merger for the purpose of merging Miami with and into LLC.

1. The name and address and other pertinent information regarding Miami and LLC are as follows:

	<u>Name and Street Address</u>	<u>State of Formation</u>	<u>Entity Type</u>
A.	Miami Friedman LLC 823 University Boulevard Suite 204 Jupiter, FL 33458	Florida	limited liability company

Florida Document/Registration Number: 20-4717325

B.	44 NW 11 th LLC 823 University Boulevard Suite 204 Jupiter, FL 33458	Florida	limited liability company
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Florida Document/Registration Number: 20-4374191

2. The Plan of Merger for merging Miami with and into LLC, a true and correct copy of which Plan of Merger is attached hereto as Exhibit "A", has been fully approved by member and manager of Miami and the members and sole manager of LLC, as follows:

A. As to Miami, by the sole member and sole manager in the manner required by the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and by Miami's constituent documents. The sole member and sole manager of Miami received notice as required by the applicable statutes and constituent documents or waived such notice.

B. As to LLC, by the members and sole manager in the manner required by the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and by LLC's constituent documents. The members and sole manager of the LLC received notice as required by the applicable statutes and constituent documents or waived such notice.

3. The LLC will continue to exist as the surviving entity under its present name as a Florida Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act, as amended from time to time, Chapter 608, Florida Statutes (or the corresponding provision(s) of any succeeding law).

4. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the constituent documents of any entity that is a party to the merger.

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5. The merger shall become effective on the 8th day of May, 2006. 2006 MAY 16 A 9:15
6. The Article of Merger comply with, and were executed in accordance with, the laws of the State of Florida. SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7. No amendment to the constituent documents of the LLC are desired to be effected by the Merger.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of these Articles
of Merger at Palm Beach County, Florida, on the 8th day of May, 2006.

CLERK OF STATE
TALLAHASSEE, FLORIDA

MIAMI FRIEDMAN LLC, a Florida limited liability company

By: [Signature]

Name: Marc Roberts

Title: Manager of MR 44 MGR LLC, Manager of
Miami Friedman LLC

44 NW 11th LLC, a Florida limited liability company

By: MR 44 MGR LLC,
a Florida limited liability company, its Sole Manager

By: [Signature]

Name: Marc Roberts, Manager.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**PLAN OF MERGER**

PLAN OF MERGER approved on 8th May, 2006, by **MIAMI FRIEDMAN LLC** ("MIAMI"), and **44 NW 11th LLC**, a Florida limited liability company ("LLC").

1. Miami shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into a single limited liability company, to wit, the LLC, which shall be the surviving entity upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under the name of **44 NW 11th LLC** pursuant to the provisions of the Florida Limited Liability Company Act, as amended from time to time, Chapter 608, Florida Statutes (or the corresponding provision(s) of any succeeding law). The separate existence of MIAMI, which is sometimes hereinafter referred to as the "terminating entity", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.
2. The operating agreement of the LLC will be the agreement among members of the surviving entity 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, Chapter 608, Florida Statutes (or the corresponding provision(s) of any succeeding law). No amendments to the operating agreement of the LLC are desired to be effected by the merger.
3. The manner and basis of converting the ownership interest of MIAMI, into interests, membership interests, shares, obligations, or other securities of the surviving entity or any other limited liability company or other business entity or, in whole or in part, into cash or other property, will be accomplished so that upon completion of conversion, ownership of the surviving entity will be as described in Paragraph 5 herein below.
4. Upon the effective date of the merger, management of the LLC will be vested in a single manager, as follows: **MR 44 MGR LLC**, a Florida limited liability company whose address is: 823 University Boulevard, Suite 204, Jupiter, Florida 33458.
5. Upon the effective date of the merger, the sole member of the LLC shall be as follows:

Name of Members**Interest in Profits & Losses**

44 NW 11th 44 LLC, a Florida
limited liability company

90%

Ladies & Gentlemen, LLC, a Florida
limited liability company

10%

There are no other members.

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6. The Plan of Merger herein made and approved has been submitted to all of the members of MIAMI and to the members and sole manager of the LLC, for their approval and appropriately approved in the manner prescribed by the laws of the State of Florida.
7. The Plan of Merger has been approved by all of the members of MIAMI, and all of the members and sole manager of the LLC, in compliance with the laws of the State of Florida, and the merger is there by authorized and MIAMI and LLC hereby stipulate that they will cause to be executed and filed and recorded all document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of this Plan of Merger at Palm Beach County, Florida, on the 9 day of May, 2006. DEPT. OF STATE
FLORIDA

MIAMI FRIEDMAN LLC, a Florida limited liability company

By: 

Name: Manager

Title: Manager of MR 44 MGR LLC, managing Miami Friedman LLC

44 NW 11th LLC

a Florida limited liability company

By: 

MR 44 MGR LLC

a Florida limited liability company, its Sole Manager

By: 

Name: Manager

Title: manager

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