

May-10-2007 11:07 AM

From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

T-420 P.001/005

L07000048319

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000128890 3)))



H070001288903ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954)527-2428
Fax Number : (954)333-4001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 10 AM 9:13

MERGER OR SHARE EXCHANGE

Center Port Partners, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$122.50

RLH

RECEIVED
07 MAY 10 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

May-10-2007 11:08am From:RUEN McCLOSKEY 17F_N

T-420 P.002/006 F-354

**ARTICLES OF MERGER
OF
CENTER PORT DEVELOPMENT PARTNERS LIMITED PARTNERSHIP,
a Delaware limited partnership
(Merged Entity)**

WITH AND INTO

**CENTER PORT PARTNERS, LLC,
a Florida limited liability company
(Surviving Entity)**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

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

<u>NAME AND STREET ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
Center Port Development Partners Limited Partnership 1350 N.E. 56 th Street, Suite 200 Fort Lauderdale, Florida 33334 Florida Document No.: B01000000141	Delaware	limited partnership

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

<u>NAME AND STREET ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
Center Port Partners, LLC 1350 N.E. 56 th Street, Suite 200 Fort Lauderdale, Florida 33334 Florida Document No.: <u>207000049319</u>	Florida	limited liability company

THIRD: The Agreement and Plan of Merger attached as Exhibit A meets the requirements of Section 608.438 of the Act, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The Agreement and Plan of Merger was approved by the surviving party in accordance with the laws of all applicable jurisdictions.

H07000128890 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 10 AM 9:13

May-10-2007 11:08am From:RUDEN McCLOSKEY 17F_N

T-420 P.003/005 F-354

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, or any certificate of limited partnership that is a party to this merger or the limited partnership agreement of any limited partnership that is a party to the merger or any articles of organization or operating agreement of any limited liability company that is a party to this merger.

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

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

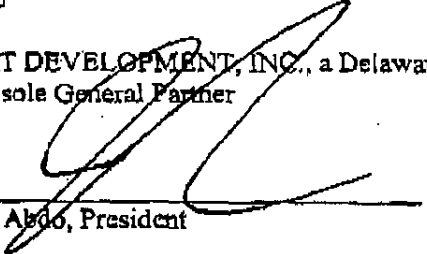
EIGHTH: Signature(s) for each party:

CENTER PORT PARTNERS, LLC, a Florida limited liability company

By: 
John E. Abdo, President

CENTER PORT DEVELOPMENT PARTNERS LIMITED PARTNERSHIP,
a Delaware limited partnership

By: CENTER PORT DEVELOPMENT, INC., a Delaware corporation, as sole General Partner

By: 
John E. Abdo, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 10 AM 9:13

May-10-2007 11:08am From:RUDEN McCLOSKEY 17F_N

T-420 P.004/005 F-354

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is adopted as of May 10th, 2007, between CENTER PORT DEVELOPMENT PARTNERS LIMITED PARTNERSHIP, a Delaware limited partnership (the "Merged Entity") and CENTER PORT PARTNERS, LLC (the "Survivor").

RECITALS

The general and limited partners of the Merged Entity and the manager and members of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective general and limited partners and members that the Merged Entity 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 V hereof), the Merged Entity 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 Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company.

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.

C. At the Effective Time, the manager and members of the Survivor shall remain the manager and members of the Surviving Limited Liability Company.

D. At the Effective Time, the names and business addresses of the manager and members of the Survivor shall be 1350 N.E. 56th Street, Suite 200, Fort Lauderdale, Florida 33334.

ARTICLE III
MANNER AND BASIS OF CONVERTING PARTNERSHIP INTEREST

At the Effective Time, the general and limited partnership interests in the Merging Entity shall be surrendered to the Survivor for cancellation.

H07000128890 3

May-10-2007 11:08am From-RUDEN McCLOSKEY 17F_N

T-420 P.006/005 F-354

ARTICLE IV
EFFECT OF MERGER

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity 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
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 10 AM 9:13

H07000128890 3