

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**ROSENBERG FAMILY INVESTMENTS, LLC**

Certificate of Status	0
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Florida Dept of State



July 17, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ROSENBERG FAMILY INVESTMENTS, LLC
575 STONEMOUNT DRIVE
WESTON, FL 33326-3502

SUBJECT: ROSENBERG FAMILY INVESTMENTS, LLC
REF: L08000050156

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TALLAHASSEE, FLORIDA

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

The enclosed document cannot be filed with the Florida Department of State until a Partnership Registration Statement for this partnership is filed and made of record with this office. For your convenience, we are enclosing the appropriate form and instructions.

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) 245-6097.

Marsha Thomas
Regulatory Specialist II

FAX Aud. #: H08000173897
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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**CERTIFICATE OF MERGER
OF
ROSENBERG FAMILY INVESTMENTS, LLC**

The following Certificate of Merger is being submitted in accordance with Sections 608.4382 and 620.8905, Florida Statutes.

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>
Rosenberg Family Investments, LLC 575 Stonemount Drive Weston, Florida 33326-3502 Florida Document Registration No. <i>LO8 00005 0156</i> Federal Employer ID No. 65-0608311	Florida	Limited Liability Company
Rosenberg Family Partnership 575 Stonemount Drive Weston, Florida 33326-2502 Florida Document Registration No. GP0800004240 Federal Employer ID No. 65-0608311	Florida	General Partnership

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Rosenberg Family Investments, LLC 575 Stonemount Drive Weston, Florida 33326-2502	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 620.8905, Florida Statutes, and was approved by each limited liability company and partnership that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

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

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

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

The undersigned have executed these Articles of Merger as of July 8, 2008.

Rosenberg Family Investments, LLC,
a Florida limited liability company

By: Lydia Rosenberg
Lydia Rosenberg, Manager

By: William Rosenberg
William Rosenberg, Manager

Rosenberg Family Partnership, a Florida
general partnership

William Rosenberg Revocable Trust,
General Partner

By: William Rosenberg
William Rosenberg, Trustee

Lydia Rosenberg Revocable Trust,
General Partner

By: Lydia Rosenberg
Lydia Rosenberg, Trustee

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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 Sections 608.4381 and 620.8905, is being submitted in accordance with Sections 608.438 and 620.8905, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Rosenberg Family Investments, LLC	Florida
Rosenberg Family Partnership	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Rosenberg Family Investments, LLC 575 Stonemount Drive Weston, Florida 33326-2502	Florida

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

On the Effective Date, Rosenberg Family Partnership shall be merged with and into Rosenberg Family Investments, LLC, with the effect provided by Florida Statutes, the separate existence of Rosenberg Family Partnership shall cease, and Rosenberg Family Investments, LLC, as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Organization and Operating Agreement of Rosenberg Family Investments, LLC, as they exist on the Effective Date. In exchange for their partnership interests in Rosenberg Family Partnership, the partners shall receive no additional consideration.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All capital account balances of Rosenberg Family Partnership shall be added to the partners' respective capital accounts of Rosenberg Family Investments, LLC. No other interests, shares, obligations or other securities shall be converted.

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B. The members of Rosenberg Family Investments, LLC, are the same as the partners in Rosenberg Family Partnership, in the same interests. No additional compensation shall be paid to the partners.

C. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A.

FIFTH: Rosenberg Family Investments, LLC, the surviving entity, shall be managed by one or more managers. The names and addresses of the managers are as follows:

Lydia Rosenberg
575 Stonemount Drive
Weston, Florida 33326-2502

William Rosenberg
575 Stonemount Drive
Weston, Florida 33326-2502

The undersigned have executed this Plan of Merger as of July 8, 2008.

Rosenberg Family Investments, LLC,
a Florida limited liability company

By: Lydia Rosenberg

Lydia Rosenberg, Manager

By: William Rosenberg

William Rosenberg, Manager

Rosenberg Family Partnership, a Florida
general partnership

William Rosenberg Revocable Trust,
General Partner

By: William Rosenberg

William Rosenberg, Trustee

Lydia Rosenberg Revocable Trust,
General Partner

By: Lydia Rosenberg

Lydia Rosenberg, Trustee

F:\HARRIS\BROFFER\BROFFER\ROSENBERG\FAMILY LLC\PLAN OF MERGER

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