

JUL-31-98 01:50PM

AKERMAN SENTERFITT

305-74-5095

778 P.01/05 F-244

7/31/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:35 PM

((H98000014242 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.  
CONTACT: ~~MARIA R. MAYSTER~~ *Maggie Vinajeras*  
PHONE: (305) 374-5600

ACCT#: 075471001363

FAX #: (305) 374-5095

NAME: FISHER ISLAND SALES, LLC  
AUDIT NUMBER.....H98000014242  
DOC TYPE.....MERGER OR SHARE EXCHANGE  
CERT. OF STATUS...0  
CERT. COPIES.....1

PAGES..... 4  
DEL.METHOD.. FAX  
EST.CHARGE.. ~~\$122.50~~ *\$140.00*

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
COMPU.ASK ° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRINT OFF ° ON-LINE

Name Availability	<i>GA</i>
Document Examiner	GSH
Operator	GSH
Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

RECEIVED  
98 JUL 31 PM 2:04  
DIVISION OF CORPORATIONS  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 2:46

ARTICLES OF MERGER  
Merger Sheet

MERGING:

FISHER ISLAND REALTY SALES, INC., H22840

INTO

**FISHER ISLAND SALES, LLC**, a Florida entity, L98000001219.

File date: July 31, 1998

Corporate Specialist: Gretchen Harvey

H98000014242

**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, 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>
1.	Fisher Island Realty Sales, Inc. One Fisher Island Drive Fisher Island, FL 33109 Florida Document/Registration Number: H22840	Florida	Corporation FEI Number: 59-1951242
2.	Fisher Island Sales, LLC One Fisher Island Drive Fisher Island, FL 33109 Florida Document/Registration Number: L98000001219	Florida	Limited Liability Company FEI Number: 58-2405184

**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>
	Fisher Island Sales, LLC One Fisher Island Drive Fisher Island, FL 33109 Florida Document/Registration Number: L98000001219	Florida	Limited Liability Company FEI Number: 58-2405184

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, 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 limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

Prepared by:  
David C. Ristaino, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 0135216

H98000014242

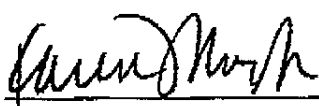

98 JUL 31 PM 2:46  
F.M.F.D.  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

H98000014242

**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 and were executed in accordance with the laws of each party's applicable jurisdictions.

**SEVENTH:** Signatures for each party.

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Fisher Island Realty Sales, Inc.		KAREN MACADAM VICE President (Title)
Fisher Island Sales, LLC By: M/M FF DEVELOPMENT, INC. as Member		DANIEL MCLEAN Member PRESIDENT

Prepared by:  
David C. Ristaino, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 0135216

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 2:46

H98000014242

H98000014242

**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Fisher Island Realty Sales, Inc.	Florida
Fisher Island Sales, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Fisher Island Sales, LLC	Florida

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 2:46

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

(i) At the Effective Time, the Articles of Organization of the surviving party immediately prior to the Effective Date shall be the Articles of Organization of the Surviving Entity.

(ii) At the Effective Time, the Regulations and Operating Agreement of the surviving party immediately prior to the Effective Date shall be the Regulations and Operating Agreement of the Surviving Entity.

(iii) At the Effective Time, the officers and directors of the surviving party immediately prior to the Effective Date shall be the officers and directors of the Surviving Entity until their respective successors are duly elected or appointed and qualified and all officers and directors of the merging party shall not be an officer or director of the Surviving Entity.

**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:

(i). **THE MERGING ENTITY.** Each and every share of the common stock of the Merging Entity shall be surrendered and canceled without consideration.

H98000014242

H98000014242

(ii). **THE SURVIVING ENTITY.** the members of the surviving party shall remain the members of the Surviving Entity.

B. 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:

Each and every right to acquire interests, shares, obligations, or other securities of the merging party shall be surrendered and canceled without consideration.

**FIFTH:** If a partnership or limited partnership is the Surviving Entity, the name(s) and address(es) of the general partner are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is Non-Individual, Florida Document/Registration Number</u>
--	---

Not Applicable.

**SIXTH:** If a limited liability company is the Surviving Entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

M/M FI Development, Inc.  
676 N. Michigan Avenue, Suite 3900  
Chicago, IL 60601

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not Applicable.

**EIGHTH:** Other provisions, if any, relating to the merger:

None.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 2:46