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MERGER OR SHARE EXCHANGE

U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BAYMEADOWS BUSINESS CENTER, L.L.C. A FLORIDA ENTITY

into

U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C., a Florida entity
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01 APR -3 AM 11:41
TALLAHASSEE, FLORIDA

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File date: April 3, 2001

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

of

BAYMEADOWS BUSINESS CENTER, L.L.C.
a Florida limited liability company L99-933

into

U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C.,
a Florida limited liability company

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TALLAHASSEE, FLORIDA

Pursuant to Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act, the following Articles of Merger are adopted by BAYMEADOWS BUSINESS CENTER, L.L.C., a Florida limited liability company ("BAYMEADOWS"), and U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C. ("US1"), a Florida limited liability company.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between BAYMEADOWS and US1 is attached hereto as Exhibit A and incorporated herein by reference.

2. Pursuant to the Plan of Merger, BAYMEADOWS will be merged with and into US1 and US1 shall be the surviving entity.

3. The Merger Agreement was unanimously approved by all the members entitled to vote of US1 and BAYMEADOWS, in each case effective as of the date of filing of these Articles of Merger with the State of Florida, Department of State, in accordance with each such entity's organizational documents and applicable law.

4. The effective date of the Merger is the date of filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized representatives this 21st day of March, 2001.

BAYMEADOWS BUSINESS CENTER, L.L.C., a
Florida limited liability company

By: ACP-JRL PARTNERSHIP, LTD., a Florida
limited partnership, Its Managing Member

By: LAURICH, INC., a Florida corporation,
Its General Partner

By: 
JAMES R. HEISTAND, Its President

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U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C.,
a Florida limited liability company

By: BAYMEADOWS BUSINESS CENTER, L.L.C.,
a Florida limited liability company, Its Managing
Member

By: ACP-JRL PARTNERSHIP, LTD., a Florida
limited partnership, Its Managing Member

By: LAURICH, INC., a Florida corporation,
Its General Partner

By: 
JAMES R. HEISTAND, Its President

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EXHIBIT A

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER OF

Baymeadows Business Center, L.L.C.,
a Florida Limited Liability Company

with and into

U.S. 1 Office and Distribution Center, L.L.C.,
a Florida Limited Liability Company

This Agreement and Plan of Merger, made by and between BAYMEADOWS BUSINESS CENTER, L.L.C., a Florida limited liability company ("Baymeadows"), and U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C., a Florida limited liability company ("US1" and, collectively with Baymeadows, the "Constituent Entities").

WITNESSETH:

WHEREAS, Baymeadows desires to merge with and into US1, with US1 being the surviving entity (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Members of the Constituent Entities have determined it to be in their best interests to effect the Merger, as contemplated by the Plan, all in accordance Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "Limited Liability Company Act").

NOW, THEREFORE, in consideration of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I
THE MERGER**

The "Effective Date" of the Merger is the date the Articles of Merger are filed with the State of Florida, Department of State, in accordance with Section 608.4382 of the Limited Liability Company Act. On the Effective Date, Baymeadows will be merged with and into US1. The separate existence of Baymeadows will cease as of the Effective Date, and the existence of US1 will continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and franchises of a public, as well as of a private, nature and subject to all the duties and liabilities of limited liability companies organized under the laws of the State of Florida.

**ARTICLE II
EFFECTS OF THE MERGER**

As of the Effective Date, US1 will possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of Baymeadows, and will be responsible and liable for all liabilities and obligations of Baymeadows, all as more particularly set forth in Section 608.4383 of the Limited Liability Company Act. ACP-JRL Partnership, Ltd., a Florida limited partnership, whose address is 512 East Washington Street, Suite 200, Orlando, Florida 32801, will be the Managing Member of US1 after the Effective Date of the Merger.

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**ARTICLE III
TERMS AND CONDITIONS OF THE TRANSACTION;
CONVERSION OF AND PAYMENT FOR MEMBERSHIP INTERESTS;
DISSENTERS' RIGHTS**

1. Each "Membership Interest" in Baymeadows outstanding on the Effective Date and all rights in respect thereof will, by virtue of the Merger and without any action on the part of the holders, be converted into an equivalent "Membership Interest" in US1.
2. All "Membership Interests" of US1 outstanding on the Effective Date and all rights in respect thereof will remain outstanding and unaffected by the merger.
3. The members of US1 and Baymeadows will be entitled to dissent, and obtain the fair value of their respective interests, as provided in Section 608.4348 of the Limited Liability Company Act.

**ARTICLE IV
ASSIGNMENT**

If at any time US1 considers or is advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, confirm, or record in US1 the title to any property or rights of Baymeadows, or to otherwise carry out the provisions hereof, the proper officers and members of US1, as of and after the Effective Date, will execute and deliver all deeds, assignments, and assurances in law, and do all things necessary or proper, to vest, perfect, or confirm title to such property or rights in US1.

**ARTICLE V
EXPENSES**

US1 will pay all expenses of accomplishing the Merger.

**ARTICLE VI
MISCELLANEOUS**

US1 hereby (a) agrees that it may be served with process in Florida in any proceeding for the enforcement of any obligation of Baymeadows and in any proceeding for the enforcement of the rights of a dissenting member of Baymeadows against US1, (b) irrevocably appoints the Florida Secretary of State as its agent to accept service of process in any such proceeding, and (c) agrees that the Florida Secretary of State may mail a copy of any process against Baymeadows that may be served on it to U.S. 1 Office and Distribution Center, L.L.C., c/o MOTOLAW, Inc., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their duly authorized representatives this _____ day of March, 2001.

BAYMEADOWS BUSINESS CENTER, L.L.C., a Florida limited liability company

By: ACP-JRL PARTNERSHIP, LTD., a Florida limited partnership, Its Managing Member

By: LAURICH, INC., a Florida corporation, Its General Partner

By: /s/ James R. Heistand
JAMES R. HEISTAND, Its President

U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C., a Florida limited liability company

By: BAYMEADOWS BUSINESS CENTER, L.L.C., a Florida limited liability company, Its Managing Member

By: ACP-JRL PARTNERSHIP, LTD., a Florida limited partnership, Its Managing Member

By: LAURICH, INC., a Florida corporation, Its General Partner

By: /s/ James R. Heistand
JAMES R. HEISTAND, Its President

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