

NOV. 29. 1999 2:11PM  
Division of Corporations

BWR

NO. 386

P. 1/3

Page 1 of 1

L99000001132

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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.

((H99000030186 3)))

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) 922-4000

From: Account Name : BERMAN WOLFE & RENNERT, P.A.  
Account Number : 076103002011  
Phone : (305) 577-4166  
Fax Number : (305) 373-6036

FILED  
99 NOV 29 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 NOV 29 PM 2: 51  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

COSCAN METROPOLITAN L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

L99-1132  
Main  
Available  
Examination  
Update  
Acknowledgment  
W. P.

Electronic Filing Mark

Corporate Filing

Public Access

FAX AUDIT NO. H99000030186 3

ARTICLES OF MERGER  
OF  
COSCAN BRICKELL INC.  
and  
COSCAN METROPOLITAN L.L.C.

H99000040999  
L99000001132

Pursuant to the provisions of Sections 607.1109 and 608.4382, Florida Statutes, the domestic corporation and domestic limited liability company named herein adopt the following Articles of Merger:

**FIRST:** The merger of Coscan Brickell Inc. with and into Coscan Metropolitan L.L.C. is permitted by and in compliance with the laws of Florida.

**SECOND:** The merger shall be effective upon filing with the Florida Department of State.

**THIRD:** The merger was adopted by written consent by the directors and shareholders of Coscan Brickell Inc. <sup>as of October</sup> on September 11, 1999, and adopted by the consent of the sole member of Coscan Metropolitan L.L.C. <sup>as of October</sup> on September 11, 1999.

**FOURTH:** The surviving entity of merger is Coscan Metropolitan L.L.C., a Florida limited liability company.

**IN WITNESS WHEREOF**, said entities to this merger have caused these Articles of Merger to be signed this 30 day of September, 1999.

Coscan Brickell Inc.

By: [Signature]  
Albert c. Piazza, President

Coscan Metropolitan L.L.C.

By: [Signature]  
Albert c. Piazza, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 29 PM 4:15

FILED

FAX AUDIT NO. H99000030186 3

### 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>
Coscan Brickell Inc.	Florida
Coscan Metropolitan L.L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Coscan Metropolitan L.L.C.	Florida

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

Coscan Brickell Inc. shall be merged with and into Coscan Metropolitan L.L.C.

**FOURTH:**

The manner and basis of converting the interests, shares, obligations or other securities of Coscan Brickell Inc. into the interests of Coscan Metropolitan L.L.C., the survivor, are as follows:

The shareholders of Coscan Brickell Inc. shall receive proportionate interests in Coscan Metropolitan L.L.C. The acquired interests shall be subject to the identical restrictions and benefits as the shares of Coscan Brickell Inc.

**FIFTH:** The names and addresses of the managers are as follows:

The managers of Coscan Metropolitan L.L.C. shall be Albert C. Piazza and David Burris and their address is 20803 Biscayne Boulevard, Suite 103, Aventura, Florida 33180.

Coscan Brickell Inc.

By:   
Albert C. Piazza, President

Coscan Metropolitan L.L.C.

By:   
Albert C. Piazza, President

FILED

NOV 29 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COSCAN BRICKELL INC. A FLORIDA CORPORATION

INTO

**COSCAN METROPOLITAN L.L.C.**, a Florida entity, L99000001132

File date: November 29, 1999

Corporate Specialist: Tammi Cline

FILED  
99 NOV 29 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA