

L99000005534

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

MIROMAR OUTLET WEST, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 2001

MIROMAR OUTLET WEST, L.L.C.
24870 BURNT PINE DRIVE
BONITA SPRINGS, FL 34134

SUBJECT: MIROMAR OUTLET WEST, L.L.C.
REF: L99000005534

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 plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000124023
Letter Number: 901A00067331

SEE ARTICLE THIRD, SECTION 1.

ARTICLES OF MERGER
Merger Sheet

MERGING:

MIROMAR OUTLET WEST, INC. A FLORIDA ENTITY
MIROMAR OUTLET CENTRAL, L.L.C. A FLORIDA ENTITY

INTO

MIROMAR OUTLET WEST, L.L.C., a Florida entity, L99000005534

File date: December 31, 2001

Corporate Specialist: Agnes Lunt

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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. Miromar Outlet West, Inc. 24870 Burnt Pine Drive Bonita Springs, Florida 34134	Florida	Corporation
Florida Document/Registration Number: <u>P97000042440</u>		FEI Number: <u>65-0855871</u>
2. Miromar Outlet Central, L.L.C. 10801 Corkscrew Road, Suite 199 Estero, Florida 33921	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L99000003947</u>		FEI Number: <u>52-2190485</u>

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>
Miromar Outlet West, L.L.C. 10801 Corkscrew Road, Suite 199 Estero, Florida 33921	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L99000005534</u>		FEI Number: <u>65-1127465</u>

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.

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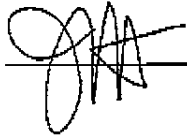
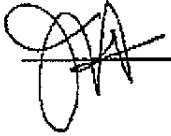
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FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the close of business December 31, 2001.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Miromar Outlet West, Inc.		Jerry Schmoyer, Vice President
Miromar Outlet Central, L.L.C.		Miromar Development Corporation, Managing Member By: Jerry Schmoyer, Vice President
Miromar Outlet West, L.L.C.		Miromar Development Corporation, Managing Member By: Jerry Schmoyer, Vice President

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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 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>
Miromar Outlet West, Inc.	Florida
Miromar Outlet Central, L.L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Miromar Outlet West, L.L.C.	Florida

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

1. **Merger.** In accordance with the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, subject to the Plan of Liquidation (the "Plan") set forth in Article FIFTH below, Miromar Outlet West, Inc. ("West, Inc.") and Miromar Outlet Central, L.L.C. ("Central") (West, Inc. and Central collectively referred to hereinafter as the "Merging Parties"), shall merge with and into Miromar Outlet West, L.L.C. ("West, LLC") (the "Merger"), the separate existence of the Merging Parties shall cease, and West, LLC shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). West, LLC is not managed by one or more managers.

2. **Effective Date.** The Merger shall become effective as of the close of business December 31, 2001 (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act and the Florida Limited Liability Company Act, subject to the Plan. Provided, however, for federal tax purposes, the merger of West, Inc. into West, LLC, [which for federal tax purposes is treated as a disregarded entity and all of the assets and liabilities of West, LLC are deemed owned or owed by its sole member, Miromar Development Corporation ("MDC")] shall be

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treated as a complete liquidation of West, Inc. into MDC pursuant to Section 332 of the Internal Revenue Code of 1986, as amended.

4. Surviving Member. The membership rights of the sole member of the Surviving Entity as of the Effective Date shall continue in existence following the Effective Date.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each Merging Party into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. The shares of the common stock of the sole shareholder of West, Inc. and the certificated units of the sole member of Central at and as of the Effective Date shall be canceled of record and cease to exist. The certificated units of the sole Member of West, LLC at and as of the Effective Date shall remain the same following the Effective Date.

B. There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of any merged party. Therefore, there is no manner or 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.

FIFTH: MDC, as the sole member of West, LLC, a disregarded entity for federal tax purposes, presently being the sole shareholder of West, Inc., does hereby consent to the following Plan of Liquidation (the "Plan") between the parent, MDC, as the sole member of West, LLC, a disregarded entity for federal tax purposes, and West, Inc., for the purpose of effecting the liquidation of West, Inc. in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the Florida Business Corporation Act.

1. After the 31st day of December, 2001, West, Inc. shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets in accordance with this Plan. The liquidation is to be effected as of the close of business December 31, 2001, simultaneously with the Merger set forth in Article THIRD above.

2. West, Inc. shall transfer and assign and MDC through West, LLC shall succeed to all the remaining assets of West, Inc., and assume all liabilities of the corporation, whether known or unknown pursuant to this Plan of Merger and the plan of liquidation incorporated in this Article FIFTH.

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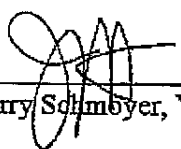
3. The directors and officers of West, Inc. shall cause to be executed and filed, the final income tax return and the tangible and intangible tax returns, if applicable, of West, Inc., as well as Treasury Department Form 966, Forms 1096 and 1099 DIV, and all other tax returns, certificates, documents and information required to be filed by reason of the complete liquidation of West, Inc.

4. The officers and directors of West, Inc. shall execute and consummate the Plan, and shall have power to adopt all resolutions, execute all documents, and file all papers, and take all necessary action they deem necessary or desirable for the complete liquidation of West, Inc.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be made and entered into as of this 21st day of December, 2001.

THE MERGING PARTIES:

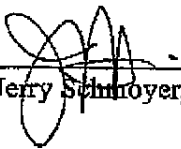
MIROMAR OUTLET WEST, INC., a Florida corporation

By: 

Jerry Schroyer, Vice President

MIROMAR OUTLET CENTRAL, L.L.C., a Florida limited liability company

By: Miromar Development Corporation, Sole Member

By: 

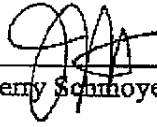
Jerry Schroyer, Vice President

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THE SURVIVING ENTITY:

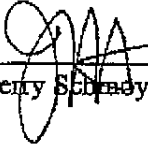
MIROMAR OUTLET WEST, L.L.C., a Florida
limited liability company

By: Miromar Development Corporation, Sole
Member

By: 
Jerry Schroyer, Vice President

**PLAN OF LIQUIDATION
APPROVED BY:**

MIROMAR DEVELOPMENT CORPORATION, a
Florida corporation, as the sole shareholder of
Miromar Outlet West, Inc. for federal tax purposes

By: 
Jerry Schroyer, Vice President