

m95827

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May 31, 2001

United Parcel Service

Florida Department of State
Division of Corporations
Merger Section
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
01 JUN -1 PM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Name Change, Mergers, and Request for Certified Copies

Ladies and Gentlemen:

000004341910--0
-06/01/01 -01099--003
***323.75 ***122.50

We file the following documents:

1. Articles of Amendment to Articles of Incorporation of First Fund Broward, Inc. (corporate name change from First Fund Broward, Inc. to Ivenco Land Group, Inc.);
2. Articles of Merger of University Three Enterprises, Inc. and University Food Properties, Inc. into University Sunshine Properties, Inc., and attached Plan of Merger;
3. Articles of Merger of Jove Properties, Inc. into New Excalibur, Inc., and attached Plan of Merger; and
4. Articles of Merger of Jupiter 95, Inc. into Ivenco Land Group, Inc., and attached Plan of Merger.

We request one (1) set of certified copies of the following records:

1. Articles of Amendment to Articles of Incorporation of First Fund Broward, Inc. (corporate name change from First Fund Broward, Inc. to Ivenco Land Group, Inc.);
2. Articles of Merger of Jove Properties, Inc. into New Excalibur, Inc., and attached Plan of Merger

merger

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3. Articles of Merger of Jupiter 95, Inc. into Ivenco Land Group, Inc., and attached Plan of Merger.

We request two (2) sets of certified copies of the following records:

1. Articles of Merger of University Three Enterprises, Inc. and University Food Properties, Inc. into University Sunshine Properties, Inc., and attached Plan of Merger;

Enclosed are our check in the amount of \$323.75 (\$280 for filing fees, \$43.75 for copy fees) and a prepaid, self addressed UPS air bill for your use in returning the requested documents.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Russell C. Weigel III", with a long horizontal line extending to the right.

Russell C. Weigel III
Fla. Bar No. 822159

Enclosures: Original Documents
Check
Prepaid UPS air bill

cc: Ivenco, Inc. (w/o enclosures)

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNIVERSITY FOOD PROPERTEIS, INC., a Florida entity, M95834

UNIVERSITY THREE ENTERPRISES, INC., a Florida entity, 479430

INTO

UNIVERSITY SUNSHINE PROPERTIES, INC., a Florida entity, M95827

File date: June 1, 2001

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
UNIVERSITY THREE ENTERPRISES, INC.,
A FLORIDA CORPORATION,
AND
UNIVERSITY FOOD PROPERTIES, INC.,
A FLORIDA CORPORATION
INTO
UNIVERSITY SUNSHINE PROPERTIES, INC.,
A FLORIDA CORPORATION**

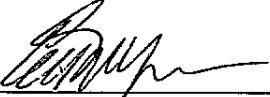
FILED
01 JUN -1 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, University Three Enterprises, Inc., a Florida corporation ("University Three"), University Food Properties, Inc., a Florida corporation ("University Food"), and University Sunshine Properties, Inc., a Florida corporation ("University Sunshine"), hereby adopt the following Articles of Merger for the purpose of merging University Three and University Food into University Sunshine (the "Merger"):


- FIRST:** Plan of Merger is attached hereto and provides, among other things, that:
1. The names of the merging companies are University Three Enterprises, Inc., University Food Properties, Inc., and University Sunshine Properties, Inc., and the name of the surviving corporation is University Sunshine Properties, Inc., a Florida corporation.
 2. The articles of incorporation of University Sunshine shall be the articles of incorporation of the surviving corporation.
 3. Upon the effectiveness of the Merger, each share of University Three and each share of University Food shall, by virtue of the Merger, and without any action on the part of the holder thereof, be cancelled.
- SECOND:** The effective date of the Merger shall be June 1, 2001.
- THIRD:** The shareholders and the board of directors of each corporation approved the Merger and adopted the Plan of Merger on May 31, 2001.

IN WITNESS WHEREOF, University Three Enterprises, Inc., University Food Properties, Inc., and University Sunshine Properties, Inc. have caused these Articles of Merger to be executed in their respective names and on their behalf by their respective authorized persons on May 31, 2001.

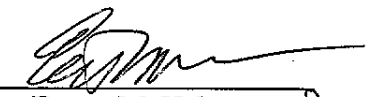
UNIVERSITY THREE ENTERPRISES, INC.

By: 
Ernest M. Halpryn *President*
A Duly Authorized Officer

UNIVERSITY FOOD PROPERTIES, INC.


By: 
Ernest M. Halpryn *President*
A Duly Authorized Officer

UNIVERSITY SUNSHINE PROPERTIES, INC.

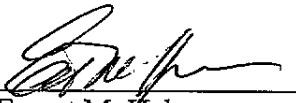
By: 
Ernest M. Halpryn *President*
A Duly Authorized Officer

IN WITNESS WHEREOF, the Directors of the Merging Companies have adopted this Plan of Merger as of May 31, 2001.

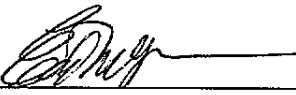
UNIVERSITY FOOD PROPERTIES, INC.

By: 
Ernest M. Halpryn
President and Director

UNIVERSITY THREE ENTERPRISES, INC.

By: 
Ernest M. Halpryn
President and Director

UNIVERSITY SUNSHINE PROPERTIES, INC.

By: 
Ernest M. Halpryn
President and Director

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PLAN OF MERGER

THIS PLAN OF MERGER by University Three Enterprises, Inc., a Florida corporation ("University Three"), University Food Properties, Inc., a Florida corporation ("University Food"), and University Sunshine Properties, Inc., a Florida corporation ("University Sunshine") (collectively referred to as the "Merging Companies"), is adopted as of May 31, 2001 by the Board of Directors of each corporation:

Section I

Names of Corporations

The names of the Merging Companies are University Three Enterprises, Inc., University Food Properties, Inc., and University Sunshine Properties, Inc. University Three and University Food shall be merged with and into University Sunshine, with University Sunshine remaining as the surviving corporation.

Section II

Conversion of Shares

Upon the effectiveness of the Merger, each share of University Three and University Food shall, by virtue of the Merger, and without any action on the part of the holder thereof, be cancelled. The articles of incorporation of University Sunshine shall be the articles of incorporation of the surviving corporation.

Section III

No Other Shareholders of Subsidiary Corporations

Each of the Corporations is a wholly owned subsidiary of Ivenco, Inc.

Section IV

Effective Date

The Merger shall be effected by the filing of articles of merger with the Florida Department of State. The Merger shall be effective on June 1, 2001.