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Division of Corporations

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Florida Department of State

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Fax Number : (850) 205-0380

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG  
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Phone : (305) 357-5775  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

N. R. INVESTMENTS 2, INC.

Certificate of Status	0
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Page Count	05
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**N.R. INVESTMENTS 2, INC.**  
**(SURVIVING DOMESTIC CORPORATION),**  
  
**SPINNAKER, LLC.**  
**(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)**  
  
**AND**  
**N.R. INVESTMENTS 3, INC.**  
**(TERMINATING DOMESTIC CORPORATION)**

TO: Secretary of State  
State of Florida

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

**FIRST:** 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>
N.R. Investments 2, Inc. 309 S.E. 9 <sup>th</sup> Street Hallandale Beach, FL 33009	Florida	profit corporation
Florida Document/Registration Number:	P02000025730	FEI Number: 01-0631760

**SECOND:** 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>
Spinnaker, LLC. 309 S.E. 9 <sup>th</sup> Street Hallandale Beach, FL 33009	Florida	limited liability company
Florida Document/Registration Number:	L03000023434	FEI Number: 20-0065336

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Name and Street AddressJurisdictionEntity Type

N.R. Investments 3, Inc.  
309 S.E. 9<sup>th</sup> Street  
Hallandale Beach, FL 33009

Florida

profit corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Document/Registration Number: P02000025733

FEI Number:  
01-0631872

- THIRD:** The Plan of Merger is attached hereto and made a part hereof.
- FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with Florida Department of State.
- FIFTH:** Adoption of Merger by the Surviving Corporation:
- The Plan of Merger was approved by a majority of the shareholders of the Surviving Corporation on August 16, 2005, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Surviving corporation on August 16, 2005.
- SIXTH:** Adoption of Merger by the Merging Limited Liability Company:
- The Plan of Merger was adopted by the members of the Merging Limited Liability Company on August 16, 2005.
- SEVENTH:** Adoption of Merger by the Merging Corporation:
- The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on August 16, 2005 with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on August 16, 2005.

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EIGHTH: SIGNATURE(S):

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Dated: August 16, 2005.

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TALLAHASSEE, FLORIDA

N.R. Investments 2, Inc.

By:

Nir Shoshani, President

Spinnaker, LLC

By:

Nir Shoshani, Managing Member

N.R. Investments 3, Inc.

By:

Nir Shoshani, President

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Harris County, Florida Statute

jurisdiction. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
jurisdiction, and entry...

jurisdiction, and entity type of the

FEI Number:  
01-0631760

for each merging party are as follows:

FBI Number:  
20-0065336

FBI Number:  
01-0631872

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

1. The Articles of Incorporation of the surviving corporation at the effective time of the merger shall be the Articles of Incorporation of said surviving corporation and the Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

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2. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

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3. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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TALLAHASSEE, FLORIDA

All liabilities of the merging companies shall become the responsibility of the surviving company.

**FOURTH:** The manner and basis of converting the shares and interests of each company into shares, obligations, or other securities of the surviving corporation, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares or interests of each company into rights to acquire shares, obligations or other securities of the surviving or any other corporation, or, in whole or in part, into cash or other property are as follows:

Each issued share or interest of the merging (terminating) companies shall, at the effective time of the merger, be canceled. The issued shares as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

Dated: August 16, 2005.

N.R. Investments 2, Inc.

By:

Nir Shoshani, President

Spinnaker, LLC

By:

Nir Shoshani, Managing Member

N.R. Investments 3, Inc.

By:

Nir Shoshani, President

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