

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

VENICE CENTER ASSOCIATES IV, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

VENICE CENTER ASSOCIATES III, L.L.C. a Florida entity L00000001635

INTO

VENICE CENTER ASSOCIATES IV, INC., a Florida entity, P02000091619

File date: August 28, 2002

Corporate Specialist: Lee Rivers

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ARTICLES OF MERGER
OF
VENICE CENTER ASSOCIATES III, L.L.C.
INTO
VENICE CENTER ASSOCIATES IV, INC.

L-1635

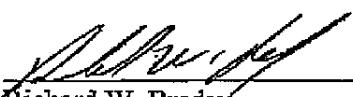
P02-91619

Venice Center Associates IV, Inc., a Florida corporation ("Center IV"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Venice Center Associates III, L.L.C., a Florida limited liability company ("Center III"), with and into Center IV. Center IV shall be the surviving business entity:

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Center IV in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by Center III in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the later of August 23, 2002, or the date these Articles of Merger are filed with the Department of State.

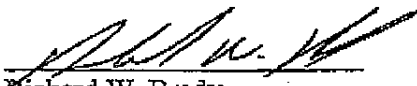
IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

Venice Center Associates III, L.L.C.,
a Florida limited liability company

By: 

Richard W. Brady
As its Managing Member

Venice Center Associates IV, Inc.,
a Florida corporation

By: 

Richard W. Brady
As its President

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EXHIBIT A

**PLAN OF MERGER
OF VENICE CENTER ASSOCIATES III, L.L.C.
WITH AND INTO
VENICE CENTER ASSOCIATES IV, INC.**

Venice Center Associates III, L.L.C., a Florida limited liability company, and Venice Center Associates IV, Inc., a Florida corporation, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.438 and 607.1108, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Venice Center Associates III, L.L.C., a Florida member-managed limited liability company ("Center III"), and Venice Center Associates IV, Inc., a Florida corporation ("Center IV"). As a result of the merger, Center III shall be merged with and into Center IV. Center IV shall be the surviving business entity.

2. The merger shall be effective on the later of August 23, 2002, or the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. There are currently no existing shares, obligations or other securities of Center IV. Each issued and outstanding share in Center III shall be converted into one share in Center IV in accordance with the following schedule:

Center III Members:	Post-conversion Shares in Center IV:
Richard W. Brady	100 Shares Common Stock
Robert Brady	100 Shares Common Stock
Pamela B. Sullivan	100 Shares Common Stock

4. This plan shall be submitted to the Members of Center III for approval. This plan shall be submitted to the Board of Directors of Center IV for approval. The Articles of Incorporation of Center IV will not differ from its Articles before the merger and each shareholder of Center IV whose shares were outstanding immediately prior to the Effective Date will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Therefore, pursuant to Section 607.1103(7), Florida Statutes, shareholder approval is not required.

5. The Members of Center III and the Board of Directors of Center IV are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

6. There are no other terms or conditions to the merger.

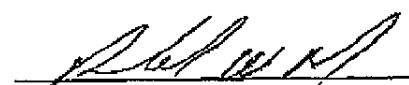
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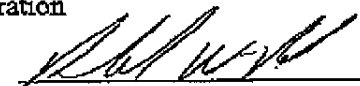
IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized
Managing Member of Center III and the officer of Center IV.

Venice Center Associates III, L.L.C., a
Florida limited liability company

By: 

Richard W. Brady
As its Member

Venice Center Associates IV, Inc., a Florida
corporation

By: 

Richard W. Brady
As its President

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