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**MERGER OR SHARE EXCHANGE**

**COPLEY PARTNERS INC.**

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Glenda E. Hood  
Secretary of State

November 3, 2003

COPLEY PARTNERS, INC.  
3900 COLLINS AVE  
MIAMI BEACH, FL 33140

PLEASE GIVE ORIGINAL SUBMISSION  
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SUBJECT: COPLEY PARTNERS, INC.  
REF: F03000018742

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.

Please remove the period after the word INC in the corporate name Copley Plaza Inc throughout the document.

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) 245-6869.

Teresa Brown  
Document Specialist

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 31, 2003

COPLEY PARTNERS, INC.  
3900 COLLINS AVE  
MIAMI BEACH, FL 33140

PLEASE GIVE ORIGINAL SUBMISSION  
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SUBJECT: COPLEY PARTNERS, INC.  
REF: F03000018742

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.

Please correct the corporate names to read COPLEY PARTNERS, INC. and COPLEY PLAZA INC throughout the document.

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) 245-6869.

Teresa Brown  
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**ARTICLES OF MERGER  
OF  
COPLEY PLAZA INC., A FLORIDA CORPORATION  
INTO  
COPLEY PARTNERS, INC., A FLORIDA CORPORATION**

**FILED**  
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 TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), Copley Plaza Inc, a Florida corporation ("Copley Plaza") and Copley Partners, Inc., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging Copley Plaza with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.


**SECOND:** The Plan of Merger was adopted by the board of directors and shareholders of each of Copley Plaza and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Act as of 31 day of October, 2003.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 31 day of October, 2003.

**COPLEY PLAZA INC.:**

By:   
 Print Name: Kurt Wittek  
 Title: President

**COPLEY PARTNERS, INC.:**

By:   
 Print Name: Kurt Wittek  
 Title: President

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

Signed, sealed and delivered in the presence of:

BORROWER/MORTGAGOR:

COPLEY PARTNERS, INC., a Florida corporation

Laurie Dellar  
Print Name: Laurie Dellar  
Alani M. Seyler  
Print Name: Alani M. Seyler

By: [Signature]  
Kurt Wittek, President

STATE OF California )  
 ) SS:  
COUNTY OF Contra costa )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 2003, by Kurt Wittek as of President of Copley Partners, Inc., a Florida corporation, on behalf of the corporation.

Personally Known \_\_\_\_\_ OR Produced Identification X  
Type of Identification Produced New York Drivers License

Fred J Dellar  
Print or Stamp Name: Fred J Dellar  
Notary Public, State of Florida - California  
Commission No.: 1268363  
My Commission Expires: 21 J 104



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**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated October 31, 2003, between Copley Plaza Inc., a Florida corporation ("Copley Plaza"), and Copley Partners, Inc., a Florida corporation ("Copley Partners" or the "Surviving Corporation").

All issued and outstanding shares of Copley Plaza are owned by Copley Partners.

Copley Plaza and Copley Partners desire to effect the statutory merger of Copley Plaza with and into Copley Partners, with Copley Partners to survive such merger.

1. **Constituent Corporations.** Copley Plaza and Copley Partners shall be parties to the merger (the "Merger") of Copley Plaza with and into Copley Partners.

2. **Terms and Conditions of Merger.** Copley Plaza (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Copley Partners, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** Upon the Effective Date, the Copley Plaza Common Stock presently issued and outstanding shall be canceled.

4. **Articles of Incorporation.** The Articles of Incorporation of Copley Partners as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of Copley Partners as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of Copley Partners in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of Copley Plaza and Copley Partners is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

9. **Tax Report and Final Return Filing.** Within 30 days from the date of the adoption of this Plan, the officers of Copley Plaza shall file with the Treasury

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Department Form 966 with the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan. The officers of Copley Plaza shall instruct Copley Plaza's accountants to close the books of Copley Plaza and to prepare and timely file a federal income tax return and a state income tax return on behalf of Copley Plaza, if necessary, and such other forms as are appropriate.

10. **Intent.** Subject to any over-riding requirements relevant to Copley Plaza's status as a "qualified Subchapter S subsidiary" under the Code, it is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 332, and this Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 332 (or to the extent applicable those more specific rules applicable to the liquidation of a qualified Subchapter S subsidiary under the Code).

11. **Transfer of Assets; Title Warranties and Other Contractual Assurances.** Copley Plaza, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of Copley Plaza's assets to the Surviving Corporation (or to any assignee of the Surviving Corporation, as contemplated by this Plan), including without limitation any representations, warranties or other contractual assurances they deem appropriate under the circumstances.

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**COPLEY PLAZA INC.:**

By:   
Print Name: Kurt Wittek  
Title: President

**COPLEY PARTNERS, INC.:**

By:   
Print Name: Kurt Wittek  
Title: President