

P94000031753

LAW OFFICES  
ABRAMS ANTON P.A.

MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500  
FAX: (954) 925-7013

ONE BOCA PLACE • SUITE 411-E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY  
(561) 994-2212  
(561) 994-2772

FAX: (561) 997-8494  
NORTH BROWARD (954) 428-9800  
MIAMI (305) 940-8440  
PALM BEACHES (561) 833-4710

MITCHELL D. ADLER  
LAURENCE I. BLAIR X  
MILTON S. BLAUT X  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
WILLIAM S. KRAMER ◊  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS

KENNETH A. RUBIN  
REUBEN M. SCHNEIDER ◊ X †  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN ◊

OF COUNSEL  
STANLEY D. GOTTSERGE †

\* BOARD CERTIFIED TAX LAWYER  
\* BOARD CERTIFIED ESTATE PLANNING AND PROBATE LAWYER  
◊ BOARD CERTIFIED REAL ESTATE LAWYER  
‡ MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
† MEMBER OF OHIO BAR

PLEASE REPLY TO:

Hollywood

FILE NO.:

PMPA-0002  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 23 PM 12:00  
FILED

March 20, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

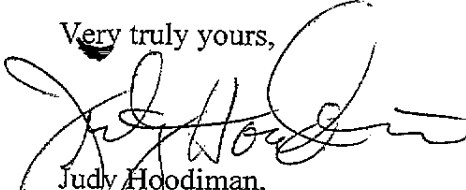
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-03/23/98-01099-012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: James & Company Developers, Inc.  
Plantation Medical Park Associates, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Merger with Unanimous Joint Written Consent and Plan of Merger attached. Please file the Articles of Merger and return a certified copy to me. Also enclosed is a check in the amount of \$122.50 to cover filing and certified copy fees.

Very truly yours,

  
Judy Hoodiman,  
Corporate Assistant

Vs MAR 26 1998

ymenger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PLANTATION MEDICAL PARK ASSOCIATES, INC., a Florida corporation,  
P94000030433

INTO

JAMES & COMPANY DEVELOPERS, INC., a Florida corporation,  
P94000031753

File date: March 23, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**

**STATE OF FLORIDA**

FILED  
98 MAR 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **Plantation Medical Park Associates, Inc.**, a Florida corporation ("PMPA"), and **James & Company Developers, Inc.**, a Florida corporation ("JAYCO"), adopt these Articles of Merger for the purpose of merging the PMPA into JAYCO, with JAYCO to survive the merger:

ARTICLE I

That certain Plan and Agreement of Merger effective March 10, 1998, by and between PMPA and JAYCO, attached hereto and made a part hereof, was duly approved by the sole Shareholder and Director of both corporations pursuant to Section 607.1101 of the Florida Business Corporation Act effective March 10, 1998.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of March 10, 1998.

**JAMES & COMPANY DEVELOPERS, INC.**

By:   
JAMES F. ANTONUCCI, President

**PLANTATION MEDICAL PARK ASSOCIATES, INC.**

By:   
JAMES F. ANTONUCCI, President

**JOINT UNANIMOUS WRITTEN CONSENT**  
**OF THE SOLE DIRECTOR AND SOLE SHAREHOLDER OF**  
**JAMES & COMPANY DEVELOPERS, INC.**  
**AND**  
**PLANTATION MEDICAL PARK ASSOCIATES, INC.**

**RECITALS**


- A. James F. Antonucci owns 100% of James & Company Developers, Inc.
- B. James F. Antonucci owns 100% of Plantation Medical Park Associates, Inc.
- C. James F. Antonucci is the sole shareholder and director of both corporations.
- D. The two corporations are in the same line of business and the current structure results in duplicated costs and efforts.

NOW THEREFORE IT IS RESOLVED that Plantation Medical Park Associates, Inc. be merged into James & Company Developers, Inc.


The undersigned being the sole shareholder and sole director of James & Company Developers, Inc., a Florida corporation and the sole shareholder and director of Plantation Medical Park Associates, Inc. hereby adopts, by this Joint Written Action of shareholders and directors of both corporations, the Plan and Agreement of Merger and Articles of Merger, in the forms attached hereto as **Exhibit A**.

This Joint Written Consent may be executed in counterparts and shall be effective as of March 10, 1998.

**PLANTATION MEDICAL PARK ASSOCIATES, INC.**

By:   
\_\_\_\_\_  
JAMES F. ANTONUCCI, President, sole Director  
and sole Shareholder

**JAMES & COMPANY DEVELOPERS, INC.**

By:   
\_\_\_\_\_  
JAMES F. ANTONUCCI, President, sole Director  
and sole Shareholder

## PLAN AND AGREEMENT OF MERGER

**THIS AGREEMENT** is made effective as of March 10, 1998, by and between **JAMES & COMPANY DEVELOPERS, INC.**, a Florida corporation ("JAYCO") and **PLANTATION MEDICAL PARK ASSOCIATES, INC.**, a Florida corporation ("PMPA").

### RECITALS:

- A. JAYCO and PMPA are corporations duly organized, validly existing and in good standing under the laws of the State of Florida; and
- B. The sole Director and sole Shareholder of each deem it desirable and in the respective best interests of their corporations and shareholder that PMPA be merged with and into JAYCO with JAYCO remaining as the surviving corporation;

NOW, THEREFORE, in consideration of the premises, and other good and valuable considerations, the parties agree as follows:

1. Merger. PMPA shall be merged with and into JAYCO and JAYCO shall continue as the surviving corporation. JAYCO shall become the owner, without other transfer, of all the assets, rights, titles, interests and properties of PMPA and shall become subject to all the debts and liabilities of PMPA in the same manner as if it had acquired and incurred them, respectively.
2. Principal Office. The principal office of JAYCO, as the surviving corporation, will be 600 Corporate Drive, Suite 512, Ft. Lauderdale, FL 33334, and shall remain so upon the merger.
3. Objects and Purposes. The nature of the current and intended business of the surviving corporation shall be any and all business as permitted under Florida law.
4. Articles of Incorporation. The purposes and number of Directors of the surviving corporation shall be as appears in the Articles of Incorporation (as amended, if applicable) of JAYCO on file with the office of the Department of State of the State of Florida on the date of this Agreement and the registered agent and office shall be as appears on file with said Department of State. The terms and provisions of the Articles of Incorporation of JAYCO are hereby incorporated into this Agreement. From and after the effective date of the merger hereunder, and until further amended, altered or restated as provided by law, such Articles of Incorporation, as amended, separate and apart from this Agreement, shall be, and may be separately certified as, the Articles of Incorporation of the surviving corporation.


5. By-Laws. The present By-Laws of JAYCO shall remain as the By-Laws of the surviving corporation following the merger and shall not be altered, amended, nor repealed by reason of such merger.
6. Names and Addresses of Directors. The names and addresses of the persons who shall constitute the Board of Directors, of the surviving corporation upon the effective date of the merger shall be as currently set forth in the corporate minutes book of JAYCO.
7. Conversion of Shares. The Shareholders of JAYCO shall continue to be the Shareholders of the surviving corporation. The shares of stock in PMPA shall cease to exist.
8. Effective Date and Representations. The effective date of the merger under this Agreement shall be March 10, 1998.
9. Amendment and Modification. Subject to applicable law, this Agreement may be amended, modified and supplemented by mutual consent of the respective Boards of Directors of the constituent corporations any time prior to the effective date of the merger contemplated herein.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of March 10, 1998.

**JAMES & COMPANY DEVELOPERS, INC.**

By:   
\_\_\_\_\_ **JAMES F. ANTONUCCI, President**

**PLANTATION MEDICAL PARK ASSOCIATES,  
INC.**

By:   
\_\_\_\_\_ **JAMES F. ANTONUCCI, President**

DW:sy/#289864  
PMPA-0002  
March 11, 1998