

P97000034696

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

A & B ENTERTAINMENT, INC., a Florida corporation, P95000058690

INTO

L.L.D. OF BOCA RATON, INC., a Florida corporation, P97000034696

File date: May 6, 1997

Corporate Specialist: Joy Moon-French

Berger
Davis &
Singerman
Professional Association

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

P97000034696

May 5, 1997

HAND DELIVERED

Secretary of State
State of Florida
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32301

400002167514--1
-05/06/97--01073--006
****122.50 ****122.50

Re: Merger of A & B Entertainment, Inc., a Florida
Corporation, with and into L.L.D. of Boca Raton, Inc., a
Florida Corporation

Gentlemen:

Enclosed herewith are executed Articles of Merger and Plan of
Merger of A & B Entertainment, Inc. with and into L.L.D. of Boca
Raton, Inc.

Please file these articles and return to the undersigned one
(1) certified copy of the Articles and Plan of Merger.

Also enclosed is our check in the amount of \$122.50
representing the \$70.00 filing fee for the merger and \$52.50 for
one (1) certified copy of the Articles of Merger (with Exhibit).

Please telephone the undersigned if there are any questions.

Very truly yours,

BERGER DAVIS & SINGMAN

Laz L. Schneider

LLS:mw

Enclosures

Please call 561-3010 when the
are ready. Wady

FILED

ARTICLES OF MERGER OF
A & B ENTERTAINMENT, INC.
WITH AND INTO
L.L.D. OF BOCA RATON, INC.

97 MAY -6 PM 1:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Under Section 607.214 of the Florida Business Corporation Act.

The merger of A & B ENTERTAINMENT, INC., a Florida corporation, with and into L.L.D. OF BOCA RATON, INC., a Florida corporation, is hereby effected in compliance with Section 607.214 of the Florida Business Corporation Act:

1. The names of the constituent corporations now and under which each was formed is as follows:

A & B ENTERTAINMENT, INC., a Florida corporation
and

L.L.D. OF BOCA RATON, INC., a Florida corporation, the surviving corporation.

2. (a) A & B ENTERTAINMENT, INC. has 50 shares of Common Stock, par value \$1.00, issued and entitled to vote; there is no other class of capital stock; the number of shares of Common Stock is not subject to change prior to the effective date of the merger.

(b) L.L.D. OF BOCA RATON, INC. has 1 share of Common Stock, par value \$1.00 per share, issued and entitled to vote; there is no other class of capital stock; the number of shares of Common Stock is not subject to change prior to the effective date of the merger.

3. (a) The merger was authorized by the Board of Directors of A & B ENTERTAINMENT, INC. by unanimous action on May 5, 1997 pursuant to Section 607.0821 of the Florida Business Corporation Act and approved by the holders of a majority of the issued and outstanding shares of Common Stock by action of Shareholders without a meeting as provided by Section 607.394, Florida Statutes on May 5, 1997 by a vote of 40 FOR and 0 OPPOSED and 10 NOT VOTING.

(b) The merger was authorized by the Board of Directors of L.L.D. OF BOCA RATON, INC. by unanimous action on May 5, 1997 pursuant to Section 607.0821 of the Florida Business Corporation Act and was unanimously approved by the sole shareholder on May 5, 1997 by a vote of 1 FOR and 0 OPPOSED pursuant to Section 607.0704, Florida Business Corporation Act.

4. The merger is permitted by Section 607.214 of the Florida Business Corporation Act, and such merger is in compliance with said Section 607.214.

5. The merger shall be effective when filed with the Secretary of State of the State of Florida.

6. (a) After effectiveness, the shareholder of L.L.D. OF BOCA RATON, INC., a Florida corporation, shall be the shareholder of the surviving corporation and shall retain the 1 issued and outstanding share of Common Stock of L.L.D. OF BOCA RATON, INC. held immediately prior to the filing of the Certificate of Merger.

(b) All outstanding shares of capital stock of A & B ENTERTAINMENT, INC., shall upon effectiveness of the Certificate of Merger, be exchanged for shares of Common Stock of L.L.D. OF BOCA RATON, INC. on the basis of 1 share of Common Stock of L.L.D. OF BOCA RATON, INC. for each 20 shares of Common Stock of A & B ENTERTAINMENT, INC. held prior to the Merger. No fractional shares shall be issued. Holders of fractional interests shall be paid in cash the fair value of any fractional interest. Upon effectiveness, no former shareholder entitled to payment for a fractional interest shall have any further interest in the Surviving Corporation except as a creditor for the value of his fractional interest.

7. L.L.D. OF BOCA RATON, INC. agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of Constituent Corporation, previously amendable to suit in the State of Florida, and for the enforcement under the Business Corporation Act, of the right of shareholders to receive payment for their fractional shares.

8. L.L.D. OF BOCA RATON, INC. agrees that it will promptly pay to the shareholders the amount to which they shall be entitled under the provisions of the Florida Business Corporation Act relating to the right of shareholders to receive payment for their shares.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its President and Secretary as of the 5th day of May, 1997.

Witnesses:

Larry J. Abromavich
Richard E. Brown

A & B ENTERTAINMENT, INC.
a Florida corporation

By: Larry J. Abromavich
Larry J. Abromavich,
President

ATTEST:

Larry J. Abromavich
Larry J. Abromavich, Secretary

Larry J. Abromavich
Richard E. Brown

L.L.D. OF BOCA RATON, INC.,
a Florida corporation

By: Larry J. Abromavich
Larry J. Abromavich
President

ATTEST:

Larry J. Abromavich
Larry J. Abromavich, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of May, 1997 by LARRY J. ABROMAVICH, the President and Secretary of A & B ENTERTAINMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced Fla. D.L. #165-530-55019 as identification.

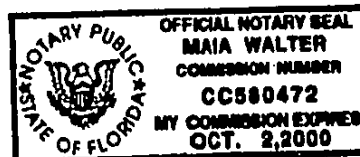
NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)



STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of May, 1997 by LARRY J. ABROMAVICH, the President and Secretary of L.L.D. OF BOCA RATON, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced FLA D.L. 17165-50-55-049-0 as identification.

NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)

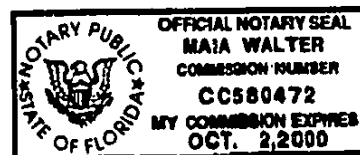


EXHIBIT "A"

TO ARTICLES OF MERGER

PLAN OF MERGER

Pursuant to Chapter 607, Florida Statutes, this Plan of Merger, dated as of the 5th day of May, 1997 ("Plan"), is made and entered into by and between A & B ENTERTAINMENT, INC., a Florida corporation (hereinafter, sometimes "Merged Corporation"), and L.L.D. OF BOCA RATON, INC., a Florida corporation (hereinafter, sometimes "Surviving Corporation"). (Hereinafter, A & B ENTERTAINMENT, INC., and L.L.D. OF BOCA RATON, INC. shall sometimes be referred to collectively as the "Constituent Corporations.")

W I T N E S S E T H:

WHEREAS, A & B ENTERTAINMENT, INC. is duly organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation originally filed with the offices of the Secretary of State of the State of Florida on July 28, 1995; and

WHEREAS, L.L.D. OF BOCA RATON, INC. is duly organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation originally filed with the offices of the Secretary of State of the State of Florida on April 17, 1997; and

WHEREAS, the Shareholders and Boards of Directors of each of A & B ENTERTAINMENT, INC., and L.L.D. OF BOCA RATON, INC. have voted in favor of this Plan of Merger and have authorized the filing with the Secretary of State of the State of Florida of (i) Articles of Merger between A & B ENTERTAINMENT, INC., and L.L.D. OF BOCA RATON, INC., whereby A & B ENTERTAINMENT, INC. will merge with and into L.L.D. OF BOCA RATON, INC. (hereinafter, "Merger"), and (ii) this Plan of Merger.

NOW, THEREFORE, the parties to this Plan, in consideration of the terms and conditions herein set forth and the mutual covenants herein contained, have agreed and do hereby agree, each with the other, that A & B ENTERTAINMENT, INC. be merged with and into L.L.D. OF BOCA RATON, INC. pursuant to authority granted by Section 607.214 of the Florida General Corporation Act, and do hereby agree upon and describe the terms and conditions of the merger and the mode of carrying the same into effect and hereby state that such other facts as required or permitted by the Articles of Incorporation to be set forth in the case of a merger, and the manner of converting the shares of A & B ENTERTAINMENT, INC. being merged with and into L.L.D. OF BOCA RATON, INC., shall be as follows:

ARTICLE I
NAMES OF PARTIES TO MERGER

The names of the corporations which are parties to this merger are: A & B ENTERTAINMENT, INC., a Florida corporation, and L.L.D. OF BOCA RATON, INC., a Florida corporation.

ARTICLE II
SURVIVING CORPORATION

L.L.D. OF BOCA RATON, INC., a Florida corporation, with principal offices located at 501 Kay Terrace, Boca Raton, Florida 33432, shall be the corporation which shall survive this merger ("Surviving Corporation").

ARTICLE III
ARTICLES OF SURVIVING CORPORATION

The Certificate of Incorporation of L.L.D. OF BOCA RATON, INC. shall be the Certificate of Incorporation of the Surviving Corporation.

There shall be no changes to the Articles of Incorporation of the Surviving Corporation as the result of this merger.

ARTICLE IV
SHARES OUTSTANDING

The number of authorized and outstanding shares of capital stock of the parties to this Plan of Merger are:

A & B ENTERTAINMENT, INC., a Florida corporation:
100 shares of common stock, par value \$1.00, are authorized, of which 50 shares are issued and outstanding;

L.L.D. OF BOCA RATON, INC., a Florida corporation:
100 shares of common stock, par value \$1.00 per share, are authorized, of which 1 share is issued and outstanding.

ARTICLE V
CONVERSION AND EXCHANGE OF SHARES

The manner of converting or exchanging the shares of common stock of each of the corporations which are party hereto shall be as follows:

1. The one (1) issued and outstanding share of Common Stock, par value \$1.00 per share, of L.L.D. OF BOCA RATON, INC. shall remain issued and outstanding.

2. One (1) share of Common Stock of L.L.D. OF BOCA RATON, INC. shall be issued in exchange for and in cancellation of each 20 shares of Common Stock of A & B ENTERTAINMENT, INC. issued and outstanding immediately prior to the effectiveness of the merger. Holders of fewer than 20 shares of Common Stock of A & B ENTERTAINMENT, INC. issued and outstanding immediately prior to the effectiveness of the merger shall receive cash in lieu of fractional shares. No fractional shares shall be issued.

3. All stock certificates representing issued and outstanding shares of the Common Stock of A & B ENTERTAINMENT, INC. shall, upon the effectiveness of this merger, be cancelled, and shall be null and void. No stock certificates representing fractional shares of the Common Stock of L.L.D. OF BOCA RATON, INC., shall be issued in exchange for and in cancellation of fewer than 20 of the issued and outstanding shares of A & B ENTERTAINMENT, INC.

ARTICLE VI FILING OF ARTICLES OF MERGER AND PLAN OF MERGER

The proper officers of L.L.D. OF BOCA RATON, INC. are directed to cause a copy of the Articles of Merger and the Plan of Merger, certified by the Secretary of State of the State of Florida, to be filed in the office of the Recording Officer of the county in the State of Florida in which real property is owned by A & B ENTERTAINMENT, INC. or L.L.D. OF BOCA RATON, INC.

ARTICLE VII ADDITIONAL TERMS AND CONDITIONS

Additional terms and conditions of the Merger are as follows:

The Bylaws of L.L.D. OF BOCA RATON, INC. as in effect as of the date of this Plan shall remain and be the Bylaws of the Surviving Corporation until the same shall have been altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Florida.

The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of this merger shall be the annual meeting provided by the Bylaws of L.L.D. OF BOCA RATON, INC.

The first meeting of the Board of Directors of L.L.D. OF BOCA RATON, INC. shall be held as soon as practicable after the date on which the Merger shall become effective and may be called in the manner provided by the Bylaws of L.L.D. OF BOCA RATON, INC. for the calling of special meetings of the Board of Directors and may be held at the time and place specified in the notice of the meeting.

All persons who, on the date when the Merger shall become effective, shall be the executive or administrative officers of L.L.D. OF BOCA RATON, INC. shall be and remain officers of the Surviving Corporation until the Board of Directors of L.L.D. OF BOCA RATON, INC. shall elect their respective successors.

The Surviving Corporation shall pay all expenses of carrying this Plan into effect and of accomplishing this Merger.

Procedure for Approval of Merger

The members of the Boards of Directors of the Constituent Corporations shall execute Consents in Lieu of Meeting of the Board of Directors authorizing this Plan of Merger and the actions to be taken pursuant hereto.

The Sole Shareholder of L.L.D. OF BOCA RATON, INC. shall execute a Consent in Lieu of Meeting of Sole Shareholder authorizing this Plan of Merger and the actions to be taken pursuant hereto.

The holders of a majority of the shares of Common Stock of A & B ENTERTAINMENT, INC. shall take Action By Shareholder Without a Meeting in accordance with Section 607.394, Florida Statutes, authorizing this Plan of Merger and the actions to be taken pursuant hereto.

When the merger shall become effective, the separate existence of A & B ENTERTAINMENT, INC. shall cease and said corporation shall be merged with and into L.L.D. OF BOCA RATON, INC., and L.L.D. OF BOCA RATON, INC. shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of all corporations party to this Plan, and all and singular, the rights, privileges, powers and franchises of said corporation and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well as all choses in action belonging to each such corporation, shall be vested in L.L.D. OF BOCA RATON, INC., and all property, rights, and privileges, powers and franchises and all and every other interest shall be thereafter the property of L.L.D. OF BOCA RATON, INC. as it was of each Constituent Corporation, and the title to any real estate or personal property, whether by deed or otherwise, vested in said corporations parties hereto, shall not revert or be in any way impaired by reasons of this merger, provided that all rights of creditors and all liens upon the property of said corporations parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of A & B ENTERTAINMENT, INC. shall thenceforth attach to L.L.D. OF BOCA RATON, INC., and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time L.L.D. OF BOCA RATON, INC. shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in L.L.D. OF BOCA RATON, INC., according to the terms thereof, the title to any property or rights of A & B ENTERTAINMENT, INC. the proper officers and directors of A & B ENTERTAINMENT, INC., shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in L.L.D. OF BOCA RATON, INC., and otherwise to carry out the purposes and these Articles and Plan of Merger.

ARTICLES VIII
EFFECTIVE DATE

Upon the date of filing such documents as shall be required for accomplishing the merger under the laws of the State of Florida, the separate corporate existence of A & B ENTERTAINMENT, INC. shall cease and it shall be merged with and into L.L.D. OF BOCA RATON, INC. in accordance with the provisions of this Plan.

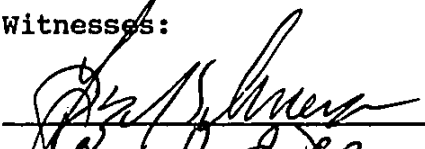
ARTICLE IX
SERVICE OF PROCESS


1. L.L.D. OF BOCA RATON, INC. agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of A & B ENTERTAINMENT, INC., and in any proceeding for the enforcement of the rights of dissenting shareholders of A & B ENTERTAINMENT, INC.

2. L.L.D. OF BOCA RATON, INC. agrees that it will promptly pay any dissenting shareholders of A & B ENTERTAINMENT, INC. the amounts to which they are entitled pursuant to the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned President and Secretary of each of the corporations party to these Articles and Plan of Merger, on behalf of their respective corporations, do hereby affix their respective corporate seals to be affixed the day and year first above written.

Witnesses:





A & B ENTERTAINMENT, INC.
a Florida corporation

By: 

Larry J. Abramovich,
President

ATTEST:

Larry J. Abromavich
Larry J. Abromavich, Secretary

L.L.D. OF BOCA RATON, INC.,
a Florida corporation

By:

Larry J. Abromavich
Larry J. Abromavich,
President

ATTEST:

Larry J. Abromavich
Larry J. Abromavich, Secretary

STATE OF FLORIDA)

) SS:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of May, 1997 by LARRY J. ABROMAVICH, the President and Secretary of A & B ENTERTAINMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced F.L.D. B/65-530-55-049-0 as identification.

NOTARY PUBLIC

Sign:

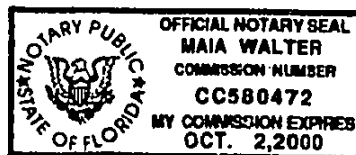
Maia Walter

Print:

Maia Walter

My Commission Expires:

(SEAL)



STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of May, 1997 by LARRY J. ABROMAVICH, the President and Secretary of L.L.D. OF BOCA RATON, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced FLA. P.L.S. 50-55-049-0 as identification.

NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)

