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ACCOUNT NO. : 072100000032

REFERENCE : 633242 - 87181A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ ~~60.00~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 23 PM 4:29

ORDER DATE : March 21, 2000

ORDER TIME : 1:50 PM

ORDER NO. : 633242-005

CUSTOMER NO: 87181A

6000003181966--1

CUSTOMER: Ms. Marjorie A. Franco
Lloyd Granet, Esq
Suite 100 West Building
1900 Nw Corporate Boulevard
Boca Raton, FL 33431

ARTICLES OF MERGER

CONROE SIESTA, INC. 35.00

INTO

CONROE SIESTA, LTD. 52.50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

00 MAR 23 PM 2:30

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

3/23

**ARTICLES OF MERGER
OF
CONROE SIESTA, INC.
a Florida Corporation
AND
CONROE SIESTA, LTD.
a Texas Limited Partnership**

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CONROE SIESTA, INC., a Florida Corporation ("INC") and CONROE SIESTA, LTD., a Texas Limited Partnership ("LTD") pursuant to the provisions of the Texas Revised Limited Partnership Act and the Florida Business Corporations Act do hereby adopt the following Articles of Merger for the purpose of merging the INC with and into LTD.

1. The name and address and other pertinent information regarding INC and LTD are as follows:

<u>Name and Street Address:</u>	<u>State of Formation</u>	<u>Entity Type</u>
CONROE SIESTA, INC. 1900 NW Corporate Blvd. Suite 102-W Boca Raton, Florida 33431	Florida	Corporation
Florida Document/Registration Number: P98000079335 FEI Number: 65-0864353		
CONROE SIESTA, LTD. c/o Corporation Service Company d/b/a CSC-Lawyers Incorporating Services Company 800 Brazos Austin, Texas 78701	State of Texas	Limited Partnership

2. Annexed hereto and made a part hereof is the Plan of Merger for merging the INC. with and into the LTD. as approved by all of the directors, the shareholders of the INC and all of the partners of the LTD.
3. The Plan of Merger was authorized and approved by unanimous consent of:
- A. As to INC by all of the directors and shareholders of the INC in the manner required by the laws of the State of Florida and by INC's constituent documents. All of directors and shareholders of INC. received notice as required by the applicable statute and constituent documents or waived such notice.
 - B. As to LTD by its sole general partner and all of its limited partners in a manner required by the laws of the State of Texas and by LTD's constituent documents. All of the partners of the LTD received notice required by the applicable statute and constituent documents or waived such notice.

4. LTD will continue to exist as the surviving partnership under its present name pursuant to the provisions of the Texas Revised Limited Partnership Act. LTD as the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited and/or limited liability company that is a party to the merger.

The surviving party:

LTD as the surviving party's exact name, street address of its principal office, jurisdiction, and entity type are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CONROE SIESTA, LTD. c/o Corporation Service Company d/b/a CSC-Lawyers Incorporating Services Company 800 Brazos Austin, Texas 78701	State of Texas	Limited Partnership

5. The sole general partner of the surviving partnership, LTD, will be CONROE SIESTA GP, INC. which entity is currently the sole general partner of LTD, whose pertinent information is as follows:

CONROE SIESTA GP, INC. c/o Corporation Service Company d/b/a CSC-Lawyers Incorporating Services Company 800 Brazos Austin, Texas 78701	State of Texas	Corporation
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which entity has consented in writing to continuing as general partner of LTD.

6. As required by Florida statutes, LTD as the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.
7. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership or the articles of incorporation of any entity that is a party to the merger.
8. The merger shall become effected upon filing.
9. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.
10. No amendments are desired to be effective by the Merger.

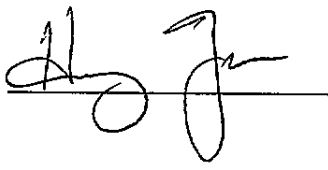
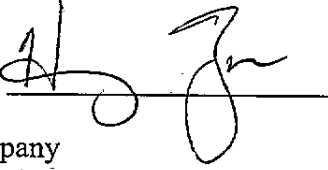
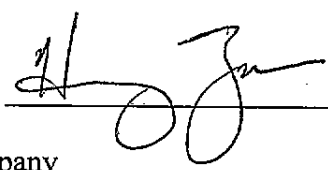
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11. An executed copy of the Plan of Merger is on file at 1900 NW Corporate Blvd., Suite 102-W, Boca Raton, Florida 33431, and a copy of the Plan of Merger will be furnished by such entity on written request and without cause, to any one that is a party to or created by the Plan of Merger and to any creditor or obligee of the parties of the merger at the time of merger if such obligations is then outstanding.
12. The number of outstanding share of each class or series of stock entitled to vote for or against on the plan of merger are as follows:

<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Share Entitled to Vote as a Class or Series</u>
1,000	Common	1,000

All issued and outstanding shares voted for the Plan of Merger.

13. **Signature(s) for each party:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
CONROE SIESTA, INC. a Florida Corporation 1900 NW Corporate Blvd. Suite 102-W Boca Raton, Florida 33431		Harry Zuker President
CONROE SIESTA, LTD. a Texas Limited Partnership c/o Corporation Service Company d/b/a CSC-Lawyers Incorporating Services Company 800 Brazos Austin, Texas 78701		Harry Zuker By: Conroe Siesta GP, Inc. Its General Partner
CONROE SIESTA GP, INC. a Texas Corporation c/o Corporation Service Company d/b/a CSC-Lawyers Incorporating Services Company 800 Brazos Austin, Texas 78701		Harry Zuker President

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PLAN OF MERGER

PLAN OF MERGER approved on March 22, 2000 by CONROE SIESTA, INC., ("INC") a Corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on March 22, 2000 by CONROE SIESTA, LTD. ("LTD"), a Texas Limited Partnership, and by resolution adopted by its Partners on said date.

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1. INC. and LTD shall, pursuant to the provisions of the laws of the State of Florida and Texas, be merged with and into a single limited partnership, to wit, CONROE SIESTA, LTD., which shall be the surviving limited partnership upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving partnership", and which shall continue to exist as said surviving partnership under the name of CONROE SIESTA, LTD. pursuant to the provisions of the Texas Revised Limited Partnership Act. The separate existence of CONROE SIESTA, INC., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.
2. The present limited partnership agreement of LTD is the agreement among the partner(s) of the surviving partnership and will continue in full force and effect until change, altered, or amended as therein provided and in the manner prescribed by the provision of the Texas Revised Limited Partnership Act.
3. Upon effective date of the merger, the ownership and capital contributions of the partners of LTD shall be as follows:

	<u>Capital Contributions</u>	<u>Interest in Profits & Loses</u>
Sole Partner:		
Conroe Siesta GP, Inc.	\$ 10	1%
Limited Partner(s):		
Jack Lupo	33.33 % of capital of Conroe Siesta, Inc plus \$330	33%
Harry Zuker	66.67% of capital of Conroe Siesta, Inc. plus \$660	66%

Jack Lupo and Harry Zuker interest in partnership by limited partners is as the Successors to the interest of Conroe Siesta, Inc. The original limited partners have no interest in the merged entity.

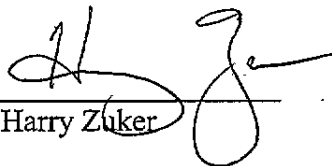
4. The Plan of Merger herein made and approved shall be submitted to the shareholders of INC for their approval or rejection in the manner prescribed by the laws of the State of Florida and partners of the LTD for their approval or rejection in the manner prescribed

by the provisions of the Texas Revised Limited Partnership Act.

5. In the event that the Plan of Merger shall have been approved by the shareholders of the INC in compliance with the laws of the State of Florida, and, in the event that the Plan of Merger shall have been approved by the partners of the LTD in compliance with the laws of the State of Texas, then the merger shall have been authorized, the INC and the LTD hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger (subject, however, to any provision or provisions contained hereinafter for abandoning the merger before or after the authorization thereof by the shareholders of the terminating corporation or of the surviving partnership)
6. For the purposes tax clearances, the merger, and pursuant to the Texas Business Corporation Act and Texas Revised Limited Partnership Act, the surviving partnership, CONROE SIESTA, LTD. will be responsible for the payment of all fees and franchise taxes and any other required by law, and the surviving partnership will be obligated to pay such fees and franchise taxes if the same are not timely paid.

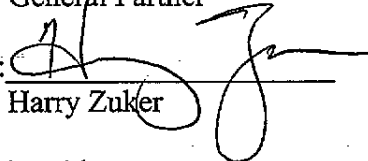
Approved and Executed on March 22, 2000

CONROE SIESTA, INC.
a Florida Corporation

By: 
Harry Zuker

Its: President

CONROE SIESTA, LTD.
a Texas Limited Partnership
By: CONROE SIESTA GP, INC.
Its: General Partner

By: 
Harry Zuker

Its: President

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