

NOV 5 2004 3:00 PM CORPORATION SVC CO NO. 859 Page 1 of 1  
F 99000029629  
Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0380

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1573

*29629*

MERGER OR SHARE EXCHANGE

PROSPECT PARK REALTY LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	<del>\$87.50</del>

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TALLAHASSEE, FLORIDA

*60.00*  
*11/09/04*

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

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<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Prospect Park Realty Corp. 98 North Washington Street, 5th Floor Boston, MA 02114	Florida	Corporation

Florida Document/Registration Number: 99900029629 FEI Number: 65-0214682

2. Prospect Park Realty LLC 98 North Washington Street, 5th Floor Boston, MA 02114	Delaware	limited liab. co.
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Florida Document/Registration Number: N/A FEI Number:

3. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

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CORPORATION SVC CO

NO. 935, 3 P. 3  
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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Prospect Park Realty LLC</u>	<u>Delaware</u>	<u>limited liab. co.</u>
<u>98 North Washington Street, 5th Floor</u>		
<u>Boston, MA 02114</u>		

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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 partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

H04000221834 3

CORPORATION SVC CO

NO. 939 P. 4

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary.)

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NOV. 5. 2004 3:57PM

CORPORATION SVC CO

NO. 939 P. 5

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**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50 (if merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

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**PLANNED MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Prospect Park Realty Corp.	Florida

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**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Prospect Park Realty LLC	Delaware

**THIRD:** The terms and conditions of the merger are as follows:

The Certificate of Formation of the Surviving Company upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Formation of said Surviving Company, and said Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

The Operating Agreement of the Surviving Company as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall continue to be the Operating Agreement of said Surviving Company and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

The managers and officers in office of the Surviving Company upon the effective date of the merger in the jurisdiction of its organization shall continue to be the managers and the officers of the Surviving Company, 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 Operating Agreement of the Surviving Company.

*(Attach additional sheet(s) if necessary)*

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NOV. 5. 2004 3:57PM

CORPORATION SVC CO

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into membership interests of the surviving Company. The membership interest of the surviving Company shall not be converted or exchanged in any manner, but each membership interest which is issued as of the effective date of the merger shall continue to represent one membership interest of the surviving Company.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

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**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

H04000221834 3

NOV. 5. 2004 3:58PM

CORPORATION SVC CO

NO. 939 P. 8

H04000221834-3

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Gary R. Schwandt - 98 North Washington Street, 5th Floor, Boston, MA 02114  
Joseph A. Versaggi - 98 North Washington Street, 5th Floor, Boston, MA 02114  
John E. Baxter - 98 North Washington Street, 5th Floor, Boston, MA 02114

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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