

845579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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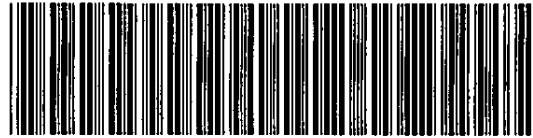
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

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7/2/07

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **Cobb Partners, Inc.**
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

(Contact Person)	Andrew R. Weston
(Firm/Company)	Cobb Partners
(Address)	355 Alhambra Circle Suite 1500
(City/State and Zip Code)	Coral Gables, FL 33134

For further information concerning this matter, please call:

Andrew R. Weston	at	(305) 441-1700
(Name of Contact Person)		(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations

P.O. Box 6327
Tallahassee, Florida 32314

Check enclosed is as follows:

Cobb Partners, Inc.	\$35
Cobb PA Acquisition, Inc.	\$35
South Beach Partners, Inc.	\$35
Certified copy	<u>\$ 8.75</u>
Total	\$113.75

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <u>(If known/ applicable)</u>
Cobb Partners, Inc.	Florida	S45579

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <u>(If known/ applicable)</u>
Cobb PA Acquisition Corp.	Florida	P94000045785
South Beach Partners, Inc.	Florida	M55492

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

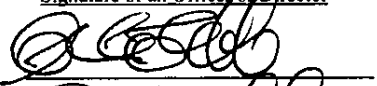
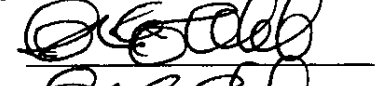

Fifth: Adoption of Merger by **surviving** corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 30, 2007.

Sixth: Adoption of Merger by **merging** corporations

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 30, 2007.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Cobb Partners, Inc.		Charles E. Cobb, Chairman & CEO
Cobb PA Acquisition Corp.		Charles E. Cobb, Chairman & CEO
South Beach Partners, Inc.		Charles E. Cobb, Chairman & CEO

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Cobb Partners, Inc.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Cobb PA Acquisition Corp.	Florida
South Beach Partners, Inc.	Florida

Third: The terms and conditions of the merger are as follows: South Beach Partners, Inc. ("SBP") and Cobb PA Acquisition Corp. ("CPAC") shall merge with and into Cobb Partners, Inc. after which SBP and CPAC shall no longer be in existence.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: One hundred (100) shares of CPI are held by existing shareholders. Seventy-eight (78) shares of CPI shall be issued to acquire and retire existing CPAC shareholdings and Fifty-two (52) shares of CPI shall be issued to acquire and retire existing SBP shareholdings.

The surviving corporation will retain its name and continue to operate as Cobb Partners, Inc.