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MERGER OR SHARE EXCHANGE

CABI SEABREEZE, LLLP.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$112.75

~~\$102.50~~
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TALLAHASSEE STATE
FLORIDA

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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Cabl Seabreeze, LLC 19950 W. Country Club Drive Suite 900 Aventura, FL 33180	Florida	LLC
Florida Document/Registration Number: L03000007088		FBI Number: N/A
2. N/A		
Florida Document/Registration Number:		FBI Number:
3. N/A		
Florida Document/Registration Number:		FBI Number:
4. N/A		
Florida Document/Registration Number:		FBI Number:

(Attach additional sheet(s) if necessary)

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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:

Name and Street Address

Cabi Seabreeze, LLP

19950 W. Country Club Drive

Suite 900

Aventura, FL 33180

Jurisdiction

Florida

Entity Type

LLP

Florida Document/Registration Number: A05-1619

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.

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of

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

OR

AUGUST 31, 2005

(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.)

Name of Battery

Signature(s)

Typed or Printed Name of Individual

Cab! Seabreeze, LLC

Jacobo Cabeble Daniel, Manager

Indemnity Certificate Denial

Cabl Seabrooke, LLP

**Jacobo Caballero Daniel, Manager of
Cabi GP Sesebrene, LLC, its
general partner**

(attach additional sheet(s) if necessary)

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PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Cabi Seabreeze, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Cabi Seabreeze, LLP	Florida

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

49ers Seabreeze, Inc., a Florida corporation, owns 33.33% of the membership interests in the merging party and 33.33% of the partnership interests in the surviving party. Cabi Ventures, Inc., a Florida corporation ("CVI"), owns 66.67% of the membership interests in the merging party and 66.67% of the partnership interests in the surviving party. As a result of the merger, CVI shall be deemed to have assigned its remaining 0.1% membership interest in the merging party to its 100%-held subsidiary, Cabi GP Seabreeze, LLC, a Florida limited liability company, which holds a 0.1% interest in and is the general partner of the surviving party. As a result of the merger, all of the outstanding membership interests in the merging party shall be cancelled, and the holders of the partnership interests in the surviving party shall continue to hold the same partnership interests and all other distribution and economic rights therein.

(Attach additional sheet(s) if necessary)

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CLERK OF COURT
TALLAHASSEE, FLORIDA

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:

As a result of the merger, all of the outstanding membership interests in the merging party shall be cancelled, and the holders of the partnership interests in the surviving party shall continue to hold the same partnership interests and all other distribution and economic rights therein.

- 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:

Described in Article Third above.

(Attach additional sheet(s) if necessary)

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

Cabi GP Seabreeze, LLC
19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

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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: 2005 AUG 31 A 6: 45
N/A

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TALLAHASSEE, FLORIDA

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:
N/A

EIGHTH: Other provisions, if any, relating to the merger:
N/A

(Attach additional sheet(s) if necessary)

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