

To: FL Dept. of State
Subject: 000150.44685

From: State of Florida
Wednesday, November 23, 2005 10:43 AM Page: 1 of 7

A05 000002095

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000271351 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

000150.44685

MERGER OR SHARE EXCHANGE

CABI SMA RETAIL 1, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$112.75

77.50
52.50
\$130.00

RECEIVED
05 NOV 23 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

To: FL Dept. of State
Subject: 000150.44685.4

From: Katie Wonsch

Wednesday, November 23, 2005 10:43 AM Page: 2 of 7

1105000271351 3

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. <u>Cabi SMA Retail I, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>19950 W. Country Club Drive</u>		
<u>Suite 900</u>		
<u>Aventura, FL 33180</u>		
Florida Document/Registration Number: <u>L05000012281</u>		FEI Number: _____
2. <u>N/A</u>		
_____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
3. <u>N/A</u>		
_____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. <u>N/A</u>		
_____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

CR-2000(9/02)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

H05000271351 3

H05000271351 3

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>
Cabi SMA Retail I, LLLP	Florida	LLLP
19950 W. Country Club Drive		
Suite 900		
Aventura, FL 33180		
Florida Document/Registration Number: A05000002095		FEI Number: N/A

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.

H05000271351

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

Wednesday, November 23, 2005 10:43 AM Page: 4 of 7

H05000271351 3

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

H05000271351 3

To: FL Dept. of State
Subject: 000150.44685.4

From: Katie Wonsch

Wednesday, November 23, 2005 10:43 AM Page: 5 of 7

H05000271351 3

PLAN OF 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>
Cabi SMA Retail I, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Cabi SMA Retail I, LLP	Florida

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

Prior to the merger, Cabi Holdings, Inc., owned 100% of the membership interests in the merging party and a 99.9% interest as a limited partner in the surviving party. Prior to the merger, Cabi SMA GP, LLC, which is 100% owned by Cabi Holdings, Inc., owned a .1% interest as the sole general partner of the surviving party. As a result of the merger, all of the outstanding interests in the merging party shall be canceled, and the holders of the membership interests in the surviving party shall continue to hold the same membership interests and all other distribution and economic rights therein.

(Attach additional sheet(s) if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

H05000271351 3

To: FL Dept. of State
Subject: 000150 44685.4

From: Katie Wonsch

Wednesday, November 23, 2005 10:43 AM Page: 6 of 7

H05000271351 3

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 interests in the merging party shall be canceled, and the holders of the membership interests in the surviving party shall continue to hold the same membership 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)

Cabi GP SMA, LLC
18950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

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

LC5000110416

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

H05000271351 3

To: FL Dept. of State
Subject: 000150.44685.4

From: Katie Wonsch

Wednesday, November 23, 2005 10:43 AM Page: 7 of 7

H05000271351 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:
N/A

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 NOV 23 AM 11:57

(Attach additional sheet(s) if necessary)

H05000271351 3