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Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WATERVIEW INVESTMENTS, LLC

LO2-13123
OK

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF MERGER
OF
WATERVIEW INVESTMENTS, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**

**AND
29 HOLDING PARK INVESTMENTS, LLC
(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: 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>
WATERVIEW INVESTMENTS, LLC 11000 N.W. 92 nd Terrace Miami, FL 33178	Florida	profit limited liability company
Florida Document/Registration Number: L02000013123		FEI Number: 57-1135913

SECOND: 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>
29 HOLDING PARK INVESTMENTS, LLC 11000 N.W. 92 nd Terrace Miami, FL 33178	Florida	profit limited liability company
Florida Document/Registration Number: L02000025177		FEI Number: N/A

THIRD: The Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes and is attached hereto and made a part hereof.

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

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FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the sole member of the surviving company February 6, 2003.

SIXTH: Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by the sole member of the Merging Limited Liability Company on February 6, 2003.

SEVENTH: SIGNATURE(S):

Dated: February 06, 2003.

SECRETARY OF STATE
FALLS CHASSEE, FLORIDA

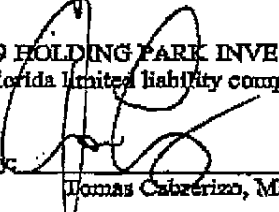
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WATERVIEW INVESTMENTS, LLC, a Florida
limited liability company

By: 
Tomas Cabrerizo, Manager

29 HOLDING PARK INVESTMENTS, LLC, a
Florida limited liability company

By: 
Tomas Cabrerizo, Manager

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WATERVIEW INVESTMENTS, LLC 11000 N.W. 92 nd Terrace Miami, FL 33178	Florida	profit limited liability company
Florida Document/Registration Number: L02000013123		FEI Number: 57-1135913

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
29 HOLDING PARK INVESTMENTS, LLC 11000 N.W. 92 nd Terrace Miami, FL 33178	Florida	profit limited liability company
Florida Document/Registration Number: L02000025177		FEI Number: N/A

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

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managers of the surviving company at the effective time and date of the merger shall be the managers of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging company shall become the responsibility of the surviving company.

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FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interests of the merging (terminating) limited liability company shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall be issued as follows: 5/6 to the existing member of the surviving limited liability company and 1/6 to the member of the terminating limited liability company.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

Tomas Cabrerizo
11000 N.W. 92nd Terrace
Miami, FL 33178

Vivian Cabrerizo
11000 N.W. 92nd Terrace
Miami, FL 33178

Dated: February 06, 2003.

WATERVIEW INVESTMENTS, LLC, a Florida
limited liability company

By: 
Tomas Cabrerizo, Manager

29 HOLDING PARK INVESTMENTS, LLC, a
Florida limited liability company

By: 
Tomas Cabrerizo, Manager

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ALLAN ROSE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

29 HOLDING PARK INVESTMENTS, LLC a Florida entity L02000025177

INTO

WATERVIEW INVESTMENTS, LLC, a Florida entity, L02000013123

File date: February 6, 2003

Corporate Specialist: Tammi Cline