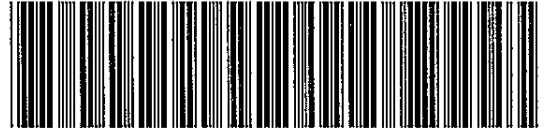


LD2000018832



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Document Number)

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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cabi New River II, LLC into Cabi New River, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

04 JAN 29 PM 6:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 28, 2004

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: CABI NEW RIVER, LLC
Ref. Number: L02000018832

We have received your document for CABI NEW RIVER, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must include the NAMES AND ADDRESSES of the MANAGING MEMBERS or the MANAGERS of the surviving LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 804A00005779



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

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January 28, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cabi New River II, LLC into Cabi New River, LLC

FILED
 JAN 29 PM 6 18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382 of the 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>
Cabi New River, LLC 20803 Biscayne Blvd., Suite 405 Miami, Florida 33180	Florida	Limited Liability Company
Florida Document/Registration Number: L02000018832	FEI Number 52-2370247	

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cabi New River II, LLC 20803 Biscayne Blvd., Suite 405 Miami, Florida 33180	Florida	Limited Liability Company
Florida Document/Registration Number: L03000001296	FEI Number 02-0665687	

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 New River, LLC 20803 Biscayne Blvd., Suite 405 Miami, Florida 33180	Florida	Limited Liability Company
Florida Document/Registration Number: L02000018832	FEI Number 52-2370247	

THIRD: The Plan of Merger attached as Exhibit "A" and incorporated by reference as if fully set forth, meets the requirements of section 608.438 of the Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

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

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

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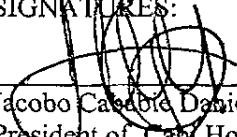
SIXTH: Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

PRINTED NAME OF INDIVIDUAL

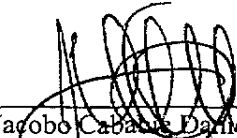
Cabi New River, LLC



Jacobo Cababie Daniel, as Vice
President of Cabi Holdings, Inc.,
Its Sole Member

JACOBO CABABIE DANIEL

Cabi New River II, LLC



Jacobo Cababie Daniel, as Vice
President of Cabi Holdings, Inc.,
Its Sole Member

JACOBO CABABIE DANIEL

PLAN OF MERGER

Merger between CABI NEW RIVER II, LLC, a Florida limited liability company (the “Disappearing Company” or “Cabi II”), into CABI NEW RIVER, LLC, a Florida limited liability company (the “Surviving Company” or “Cabi”). The merger is being effected pursuant to this Plan of Merger (the “Plan”), which was adopted and approved by each party to the merger in accordance with Section 608.4382, and is being submitted in accordance with Section 608.438, Florida Statutes, et seq. of the Florida Limited Liability Company Act (the “Act”).

FIRST: The exact name and jurisdiction of each **merging** party (the “Constituent Entities”) are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cabi New River II, LLC 20803 Biscayne Blvd. Suite 405 Miami, FL 33180	Florida
Cabi New River, LLC 20803 Biscayne Blvd. Suite 405 Miami, FL 33180	Florida

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TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
Cabi New River, LLC 20803 Biscayne Blvd. Suite 405 Miami, FL 33180	Florida

*See Exhibit A for list of names and addresses of Managers.

THIRD: Articles of Organization. The Articles of CABI shall, without any changes, be the Articles of the Surviving Company from and after the date this Plan becomes effective, which date shall, pursuant to Section 608.4382 of the Act, be the date on which the Articles of Merger are filed with the Secretary of State of Florida, (the “Effective Date”), until amended as permitted by law.

FOURTH: Distribution to Members of the Constituent Entities. Upon the Effective Date, each member’s interest in Cabi II outstanding at that time shall without more, be converted into and exchanged, pro-rata, for a membership interest of CABI in accordance with this Plan. Each member’s interest in Cabi II that is outstanding and is being held by Cabi II on the date this Plan becomes effective shall be cancelled.

FIFTH: Satisfaction of Rights of Member of Cabi II. All membership interests of CABI into which the interests of CABI II’s members shall have been converted, and for which the interests of CABI II’s members become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted membership interest.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of CABI II shall cease, and CABI shall be fully vested in CABI II's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 608.4382 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, CABI II or CABI shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of CABI II or CABI as the case may be, whether past or remaining in office, shall execute and deliver upon the request of CABI II or CABI, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in CABI, or to otherwise carry out the provisions of this Plan.

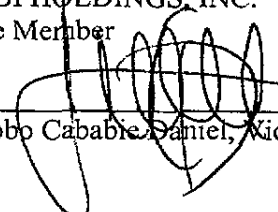
EIGHTH: Filing with the Florida Department of State. CABI II and CABI shall cause their respective Member to execute, acknowledge and file Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by CABI to the Florida Department of State.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the Members of which are, entitled to the benefit thereof by action taken by the Members of such party, or may be amended or modified in whole or in part at any time prior to the vote of the members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 608.4382 of the Act.

Dated December 31, 2003.

CABI NEW RIVER II, LLC
a Florida limited liability company

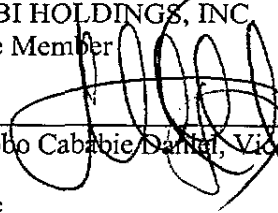
By: CABI HOLDINGS, INC.
Sole Member

By: 

Jacobo Cababie Daniel, Vice President

CABI NEW RIVER, LLC,
a Florida limited liability company

By: CABI HOLDINGS, INC.
Sole Member

By: 

Jacobo Cababie Daniel, Vice President

EXHIBIT "A"

PLAN OF MERGER BETWEEN
CABIN NEW RIVER II, LLC
INTO
CABIN NEW RIVER, LLC

Names and Addresses of Managers of the surviving party:

Elias Cababie Daniel
20803 Biscayne Blvd.
Suite 405
Miami, FL 33180

Abraham Cababie Daniel
20803 Biscayne Blvd.
Suite 405
Miami, FL 33180

Jacobo Cababie Daniel
20803 Biscayne Blvd.
Suite 405
Miami, FL 33180