

03-14-03 11:02am
DIVISION OF CORPORATIONS

L030000007088

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MERGER OR SHARE EXCHANGE

CABI HOLDINGS II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

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**ARTICLES OF MERGER
of
CABI HOLDINGS II, INC.
(a Florida Corporation)**

With and Into

**CABI HOLDINGS II, LLC
(a Florida Limited Liability Company)**

P02-83338
L03-7088

The following articles of merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Sections 607.1108 and 607.1109.

First: The name of the surviving company is:

CABI HOLDINGS II, LLC, a Florida limited liability company

Second: The of the merging corporation is:

CABI HOLDINGS II, INC., a Florida corporation

Third: The Plan and Agreement 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: The Plan and Agreement of Merger was adopted by the members and managers of the surviving company on February 24, 2003 in accordance with Section 608.4381 of the Florida Limited Liability Company Act.

Sixth: The Plan and Agreement of Merger was adopted by the shareholder and directors of the merging corporation on February 24, 2003 in accordance with Section 607.1103 and 607.1108 of the FBCA .

Seventh: The address of the principal office of the surviving company is 20803 Biscayne Boulevard Suite 405 Aventura, FL 33180.

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03-14-03 11:05am From-

T-523 P.03/07 F-725

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IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized representatives this 24th day of February, 2003.

SURVIVING COMPANY:

CABI HOLDINGS II, LLC
(a Florida Limited Liability Company)

By : 

Name: Elias Cababie
Title: Manager

MERGING CORPORATION:

CABI HOLDINGS II, INC.
(a Florida Corporation)

By : 

Name: Elias Cababie
Title: President

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TALLAHASSEE, FLORIDA

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between Cabi Holdings II, Inc., a Florida corporation (the "Merging Corporation"), and Cabi Holdings II, LLC, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Corporation with and into the Company (the "Merger").

NOW, THEREFORE, the Merging Corporation and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and by Section 608.4381 of the Florida Limited Liability Company Act (the "FLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Company. Company shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FLLCA and the FBCA (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of the Company have consented to the Merger.

2. Governing Documents. The Operating Agreement of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be **Cabi Holdings II, LLC**.

5. Addresses. The address of Merging Corporation is 20803 Biscayne Boulevard Suite 405 Aventura, FL 33180. The address of the Company is and shall be maintained at 20803 Biscayne Boulevard Suite 405 Aventura, FL 33180.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 150 San Remo Avenue, Suite 125 Coral Gables, Florida 33146. The name of Registered Agent of the Company at that address shall continue to be Atrium Registered Agents, Inc.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges,

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powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the shares of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Company. No other shares or interests of Merging Corporation are outstanding at the time of the Merger.

(b) Pursuant to Section 607.1301 of the FBCA, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The name and address of each manager of the Surviving Company is as follows:

Abraham Cababie
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

Elias Cababie
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

Jacobo Cababie
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

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12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Corporation and by all of the members and the Board of Managers of the Surviving Company.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

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IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on February 24th, 2003.

Cabi Holdings II, LLC, a Florida limited liability company

By: 

Name: Elias Cababie
Title: Manager

Cabi Holdings II, Inc., a Florida corporation

By: 

Name: Elias Cababie
Title: President

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CABI HOLDINGS II, INC. a Florida entity, P02000083338

,

into

CABI HOLDINGS II, LLC, a Florida entity L03000007088

File date: March 14, 2003

Corporate Specialist: Tammi Cline