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(Requestor's Name)

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(City/State/Zip/Phone #)

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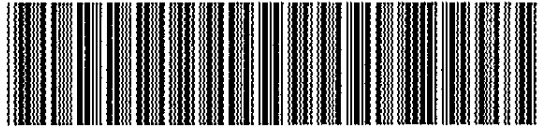
(Business Entity Name)

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CORPORATIONS  
TALLAHASSEE, FLORIDA

**MICHAEL C. MONTERO, ESQ.**  
780 NW 42<sup>ND</sup> Avenue, Suite 300  
Miami, FL 33126

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July 25, 2003

Division of Corporations  
409 East Gaines, Street  
Tallahassee, FL 32399

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RE: Laroc, LLC – Survivor of Merger between Laroc, LLC and Laroc Enterprises, Inc.**

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Merger and the original and one copy of the Plan of Merger in the referenced matter. Also enclosed is my check in the amount of \$60.00 in payment of the filing fee (the merger involves one Florida limited liability company and one Florida corporation).

Please return the stamped copies to my attention. Thank you for your attention and do not hesitate to contact me should you have any questions.

Sincerely,



MCM:gs

Enc.

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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TALLAHASSEE, FLORIDA

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<b>Name and Street Address</b>	<b>Jurisdiction</b>	<b>Entity Type</b>
1.	Laroc Enterprises, Inc., 782 NW 42 <sup>nd</sup> AVENUE, SUITE 433 MIAMI FL 33126	Florida	Corporation
	<b>Florida Document/Registration Number:</b> P99000107738 <b>FEI Number:</b> 980152957		

	<b>Name and Street Address</b>	<b>Jurisdiction</b>	<b>Entity Type</b>
2.	Laroc, LLC, 782 NW 42 <sup>nd</sup> AVENUE, SUITE 630 MIAMI FL 33126	Florida	Limited Liability Corporation
	<b>Florida Document/Registration Number:</b> L03000021251 <b>FEI Number:</b> 20-0051560		

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<b>Name and Street Address</b>	<b>Jurisdiction</b>	<b>Entity Type</b>
	Laroc, LLC, 782 NW 42 <sup>nd</sup> AVENUE, SUITE 630 MIAMI FL 33126	Florida	Limited Liability Corporation
	<b>Florida Document/Registration Number:</b> L03000021251 <b>FEI Number:</b> 20-0051560		

**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.

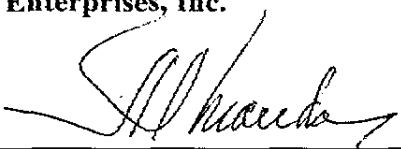
**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of July 31, 2003, provided however, that in the event these Articles of Merger are received for filing by the Florida Department of State on a date subsequent to July 31, 2003, then the merger shall become effective as of the date received by the Florida Department of State.


**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:**

**Laroc Enterprises, Inc.**

By:   
\_\_\_\_\_  
Agostinho de Sousa Macedo, President

**Laroc, LLC**

By:   
\_\_\_\_\_  
Antonio A. Gonzalez, Authorized Representative

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## PLAN OF MERGER

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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>	----
Laroc Enterprises, Inc.	Florida	
Laroc, LLC	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	----
Laroc, LLC	Florida	

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

In light of the written waiver of notice of meeting obtained from all of the shareholders of the subsumed Corporation (Laroc Enterprises, Inc.) and the written waiver of notice of meeting obtained from all of the members of the surviving Limited Liability Company (Laroc, LLC), the notice requirements imposed by applicable Florida Statutes have been disposed of. All parties entitled to vote for or against the merger have received a copy of the Plan or Merger, have acquiesced thereto, and, as such, the mechanism set forth in Florida Statutes Section 608.4384 designed to protect the rights of dissenting members is unnecessary and inapplicable to this Plan of Merger. Written evidence of each party's acquiescence shall be maintained with the records of Laroc, LLC. Notwithstanding, any party so desiring to dissent may do so within the time period set forth, and in accordance with Florida Statutes Section 608.4384, a copy of which has been provided to all such parties entitled to receive a copy thereof.

**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: The holders of shares of both merging parties shall surrender, to the survivor entity, the original certificate(s) representing the shares of the merging entity

together with written instructions to the survivor entity, instructing the survivor entity to distribute the shares of said survivor entity (in accordance with paragraph B., below) to the person (natural or fictitious) so surrendering said shares or to said person's designee.

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: The merging entities shall be deemed to be of equal value. The number of authorized and issued shares of stock of each of the merging entities is 5,000 shares of common stock. The number of authorized shares in the surviving entity shall be 10,000, in order that upon converting shares from each of the merging entities, the party surrendering and exchanging "old shares" for the new shall receive shares in the surviving entity equal to the number of shares in the merging entity that are so surrendered.

**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

**NOT APPLICABLE.**

**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:

Ovlop, LLC, (Agostinho de Sousa Macedo, President) 20%  
780 NW 42<sup>nd</sup> Avenue, Suite 300, Miami, FL 33126

Salo, LLC, (Agostinho Alfonso Macedo-Moncayo, President) 20%  
780 NW 42<sup>nd</sup> Avenue, Suite 300, Miami, FL 33126

Oreca, LLC, (Olga Elizabeth Macedo de Pita, President) 20%  
780 NW 42<sup>nd</sup> Avenue, Suite 300, Miami, FL 33126

Sacor, LLC, (Sandra Macedo de Sanz, President) 20%  
780 NW 42<sup>nd</sup> Avenue, Suite 300, Miami, FL 33126

Los, LLC, (Adriana Macedo Moncayo, President) 20%  
780 NW 42<sup>nd</sup> Avenue, Suite 300, Miami, FL 33126

**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:

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- a) The original, or a true copy, of the Articles of Merger as well as the original, or a true copy of this Plan of Merger, shall be maintained at the offices of the survivor entity, Laroc, LLC, which offices are located at 782 NW 42<sup>nd</sup> AVENUE, SUITE 630, Miami, FL 33126.
- b) A copy of the Articles of Merger and this Plan of Merger will be furnished by Laroc, LLC on request and without cost, to any member, company or any person holding an interest in the merging entities and the surviving entity.

**EIGHTH:** Other provisions, if any, relating to the merger:  
None.

**Laroc Enterprises, Inc.**

By:   
**Agostinho de Sousa Macedo, President**

**Laroc, LLC**

By:   
**Antonio A. Gonzalez, Authorized Representative**

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