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(Requestor's Name)

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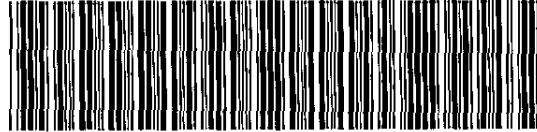
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 727839 4385680
AUTHORIZATION : *Moret*
COST LIMIT : \$ 80.00

FILED
05 NOV 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 29, 2005

ORDER TIME : 1:28 PM

ORDER NO. : 727839-005

CUSTOMER NO: 4385680

ARTICLES OF MERGER

535 WEST AVENUE, LLC

INTO

LEVIEV BOYMELGREEN VITRI
DEVELOPERS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 30, 2005

KIMBERLY MORET
CSC
TALLAHASSEE, FL

SUBJECT: LEVIEV BOYMELGREEN VITRI DEVELOPERS, LLC
Ref. Number: L04000036725

RECEIVED
please give original
submission date as file date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LEVIEV BOYMELGREEN VITRI DEVELOPERS, LLC and the authorization to debit your account in the amount of \$80.00. However, the document has not been filed and is being returned for the following:

On the first page of the ARTICLES OF MERGER, there are numerous references to "undersigned corporation" and "jurisdiction of incorporation" and "limited liability corporation" and "surviving corporation".

You must please not use the words "corporation" or "incorporation" when referring to the two parties in this merger -- which are "limited liability COMPANIES".

Please use the terms "undersigned company", "limited liability company". And LLC's are not incorporated -- but "organized".

In the AGREEMENT AND PLAN document, there are also numerous references to a "limited liability corporation".

ALSO, IN ITEM 7 of the AGREEMENT, the MANAGING MEMBER is properly identified, but you must also list the ADDRESS of the MANAGING MEMBER.

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: 505A00069661

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05 NOV 30 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
535 WEST AVENUE, LLC
INTO
LEVIEV BOYMELGREEN VITRI DEVELOPERS, LLC.

FILED
05 NOV 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned companies hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes §608.438:

1. The names and jurisdictions of organization of all parties to the merger are the following:

<u>Name of Limited Liability Company</u>	<u>Jurisdiction of Organization</u>
535 West Avenue LLC 3050 Biscayne Blvd Suite 700 Miami, FL 33137	Florida

L04000011756

Leviev Boymelgreen Vitri Developers, LLC 3050 Biscayne Blvd Suite 700 Miami, FL 33137	Florida
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L04000036725

2. The surviving company of the merger is Leviev Boymelgreen Vitri Developers, LLC with an address: 3050 Biscayne Blvd, Suite 700, Miami, FL 33137
3. The Agreement of Merger was approved and adopted by the vote of the members of the parties to the Merger on November 21, 2005 in accordance with applicable Florida law.
4. No amendments to the Articles of Organization of Leviev Boymelgreen Vitri Developers, LLC, the surviving company, are to be effected by the merger. All membership certificates of 535 West Avenue, LLC that is issued and outstanding immediately prior to the merger shall be retired upon the effectiveness of the merger.

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This instrument prepared by:
Andrew B. Hellinger, Esq.
Fla. Bar No. 861553
Meland Russin Hellinger and Budwick, P.A.
200 South Biscayne Blvd
Suite 3000
Miami, FL 33131
305-358-6363

5. The effective date of the Merger is the date on which the Articles of Merger are filed with the State.
6. The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the agreement of any limited liability company or the articles of organization of any LLC that is a party to the merger.
7. **Authority to File in the Public Record.** The Surviving LLC may, at its discretion, file this Article of Merger in the Public Records of Miami Dade County, Florida against the real property described in Exhibit "A".

Dated: November 22, 2005.

SIGNATURES ON THE FOLLOWING PAGE

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This instrument prepared by:

Andrew B. Hellinger, Esq.

Fla. Bar No. 861553

Meland Russin Hellinger and Budwick, P.A

200 South Biscayne Blvd

Suite 3000

Miami, FL 33131

305-358-6363

<i>Coralie Penabad</i> Signature of witness Print name of witness: <u>Coralie Penabad</u>	LEVIEV BOYMELGREEN VITRI A Florida limited Liability Company By and through: OLYMPIA FLORIDA, LLC, Managing Member
<i>Andrew Hellinger</i> Signature of witness Print name of witness: <u>Andrew Hellinger</u>	<i>Jeshayahu Boymelgreen</i> Jeshayahu Boymelgreen, Manager of Olympia Florida, LLC
<i>Coralie Penabad</i> Signature of witness Print name of witness: <u>Coralie Penabad</u>	535 WEST AVENUE, LLC A Florida limited Liability Company By and through: OLYMPIA FLORIDA, LLC, Managing Member
<i>Andrew Hellinger</i> Signature of witness Print name of witness: <u>Andrew Hellinger</u>	<i>Jeshayahu Boymelgreen</i> Jeshayahu Boymelgreen, Manager of Olympia Florida, LLC

This instrument prepared by:
Andrew B. Hellinger, Esq.
Fla. Bar No. 814593
Meland Russin Hellinger and Budwick, P.A.
200 South Biscayne Blvd
Suite 3000
Miami, FL 33131
305-358-6363

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of November, 2005, by Jeshayahu Boymelgreen, as Manager of Olympia Florida, LLC, the Managing Member of Leviev Boymelgreen Vitri Developers, LLC, who is personally known to me or who has produced _____ as identification and did (did not) take an oath.

My Commission Expires:



Vicky A. Garrigo
Notary Public, State of Florida

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of November, 2005, by Jeshayahu Boymelgreen, as Manager of Olympia Florida, LLC, the Managing Member of 535 West Avenue, LLC, who is personally known to me or who has produced _____ as identification and did (did not) take an oath.

My Commission Expires:



Vicky A. Garrigo
Notary Public, State of Florida

{J:\DOCS\real\5024\5024-400110487.DOC.}

This instrument prepared by:
Andrew B. Hellinger, Esq.
Fla. Bar No. 861553
Meland Russin Hellinger and Budwick, P.A.
200 South Biscayne Blvd
Suite 3000
Miami, FL 33131
305-358-6363

EXHIBIT "A"

Parcel 3:

Lots 13 and 14, of AMENDED PLAT OF AQUARIUM SITE RESUBDIVISION, according to the Plat thereof, as recorded in Plat Book 21, Page 83, of the Public Records of Miami-Dade County, Florida.

{J:\DOCS\real\5024\5024-4\00110487.DOC.}

This instrument prepared by:
Andrew B. Hellinger, Esq.
Fla. Bar No. 861553
Meland Russin Hellinger and Budwick, P.A.
200 South Biscayne Blvd
Suite 3000
Miami, FL 33131
305-358-6363

AGREEMENT AND PLAN OF MERGER

Dated as of November 22, 2005

among

**535 WEST AVENUE, LLC
INTO
LEVIEV BOYMELGREEN VITRI DEVELOPERS, LLC.**

**MERGER OF
535 WEST AVENUE, LLC
INTO
LEVIEV BOYMELGREEN VITRI DEVELOPERS, LLC.**

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of November 22, 2005 by and among 535 WEST AVENUE, LLC, a Florida Limited Liability Company ("the Company") and LEVIEV BOYMELGREEN VTRI DEVELOPERS, LLC, a Florida Limited Liability Company ("Acquiror")

RECITAL

WHEREAS, the Manager of the Company has determined that a business combination between the Company and Acquiror is in the best interests of the Company and its members and presents an opportunity for the Company to achieve long-term strategic and financial benefits, and, accordingly, has approved and adopted this Agreement and the transactions contemplated hereby; and

WHEREAS, the Manager of the Company has determined that the merger and the other transactions provided for herein are fair to the members of the Company and recommends approval thereof by the members of the Company; and

WHEREAS, the Manager and Members of Acquiror has determined that the merger and the other transactions provided for herein are fair to the members of Acquiror and recommends approval thereof by the members of the Acquiror; and

WHEREAS, it is the intention of the parties to this Agreement that for federal income tax purposes, the merger provided for herein shall qualify as a "reorganization" within the meaning of Section 368(a) of the Code and be accounted for as a pooling-of-interests for financial reporting purposes;

AGREEMENT

The following plan of merger was adopted and approved by each party to the merger in accordance with section 608.438 of the Florida Statutes.

1. **Surviving Company.** The Company, a Florida Limited Liability Company, shall be merged into the Acquiror, a Florida limited liability company, which latter company shall, henceforth, be known as the "Surviving LLC"
2. **Effective Date.** This merger shall be effective as of the date the Articles of Merger are filed with Florida Department of State (herein referred to as the "Effective Date").
3. On the Effective Date, all membership certificates of 535 West Avenue, LLC that are issued and outstanding immediately prior to the merger shall be retired upon the effectiveness of the merger.

-
4. On the Effective Date, the Company shall be merged into the Acquiror. The separate existence of the Company shall cease, the membership interests and certificates of the Company shall be cancelled, and Acquiror as the Surviving LLC, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida.
 5. **Articles of Organization.** From and after the Effective Date, the Articles of Organization of Acquiror shall constitute the Articles of Organization of the Acquiror, until amended in accordance with the Florida Law; and the Operating Agreement of Acquiror shall constitute the Operating Agreement of the Acquiror and Surviving LLC, until amended in accordance with the Articles of Organization of the Surviving LLC, as in effect from time to time, and with the Florida law.
 6. **Authority of Manager.** The Manager of the Company and Acquiror are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan of Merger, including, without limitation, the filing of Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service and any other governing bodies.
 7. The Managing Member of the Acquiror and Surviving LLC shall remain the same as follows: OLYMPIA FLORIDA, LLC, 700 Pacific Street, Brooklyn, NY 11217.

IN WITNESS WHEREOF, this Plan of Merger has been signed, approved and is hereby adopted by all of the members and manager all on the day and year first above written.

SIGNATURES ON THE FOLLOWING PAGE

<u><i>Coralee Penland</i></u> Signature of witness Print name of witness: <u>Coralee Penland</u>	LEVIEV BOYMELGREEN VITRI A Florida limited Liability Company By and through: OLYMPIA FLORIDA, LLC, Managing Member <u><i>[Signature]</i></u>
<u><i>[Signature]</i></u> Signature of witness Print name of witness: <u>Andrew Kelly</u>	Jeshayahu Boymelgreen, Manager of Olympia Florida, LLC
<u><i>Coralee Penland</i></u> Signature of witness Print name of witness: <u>Coralee Penland</u>	535 WEST AVENUE, LLC A Florida limited Liability Company By and through: OLYMPIA FLORIDA, LLC, Managing Member <u><i>[Signature]</i></u>
<u><i>[Signature]</i></u> Signature of witness Print name of witness: <u>Andrew Kelly</u>	Jeshayahu Boymelgreen, Manager of Olympia Florida, LLC