

LOS 000070461

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

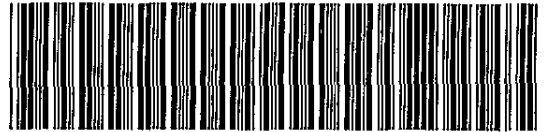
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200066689642

02/27/06--01080--002 \*\*35.00

02/27/06--01022--003 \*\*25.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 MAR 21 PM 2:55

FILED

ARNALDO VÉLEZ, P.A.

ARNALDO VÉLEZ  
ATTORNEY AT LAW

35 ALMERIA AVENUE  
CORAL GABLES, FL 33134  
TELEPHONE: (305) 461-9499  
TELECOPIER: (305) 461-9498  
E-MAIL: AVELEZ1235@AOL.COM

February 23, 2006

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

RE: Articles of Merger for 643 Jefferson Avenue, Inc.

Gentlemen:

Enclosed are original and one copy of Articles of Merger for 643 Jefferson Avenue, Inc. along with the attached Plan of Merger. Our check for \$35.00 is enclosed representing your filing fee.

Please send confirmation of the filing at your earliest convenience.

Very truly yours,

  
ARNALDO VÉLEZ

AV/gv  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 9, 2006

ARNALDO VELEZ, P.A.  
35 ALMERIA AVENUE  
CORAL GABLES, FL 33134

SUBJECT: 643 JEFFERSON AVENUE, INC.  
Ref. Number: P94000041560

We have received your document for 643 JEFFERSON AVENUE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

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) 245-6067.

Neysa Culligan  
Document Specialist

Letter Number: 306A00016383

**ARTICLES OF MERGER  
FOR  
643 JEFFERSON AVENUE, INC.**


FILED  
06 MAR 21 PM 2: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger are submitted to merge 643 Jefferson Avenue, Inc. in accordance with §607.1108, Florida Statutes.

- FIRST:** The name of the merging party is: 643 Jefferson Avenue, Inc., a Florida Corporation. *P94-41560*
- SECOND:** The name of the surviving party is: Jefferson Avenue Holdings LLC, a Florida Limited Liability Company. *LOS-70461*
- THIRD:** The attached plan of merger was approved by each party to the merger, both domestic entities, in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.
- FOURTH:** The effective date of the merger is the date of filing of these Articles of Merger.
- FIFTH:** The surviving entity is in existence and in good standing in the State of Florida.
- SIXTH:** These Articles of Merger are approved by all parties to the merger.
- DATED:** February *23*, 2006.

*(Merging Entity)*

**643 JEFFERSON AVENUE, INC., a  
Florida Corporation**

BY:   
Mallory Kauderer, President

*(Surviving Entity)*

**JEFFERSON AVENUE HOLDINGS LLC  
a Florida Limited Liability Company**

BY:   
Mallory Kauderer, Manager

**PLAN OF MERGER**

**FIRST:** The name of the merging party is: 643 Jefferson Avenue, Inc., a Florida Corporation.

**SECOND:** The name of the surviving party is: Jefferson Avenue Holdings LLC, a Florida Limited Liability Company.

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

**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 is as follows:

The stockholders of 643 Jefferson Avenue, Inc. shall become members of the surviving party in the same proportion as they held stock in the merging party.

B.. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Each shareholder of 643 Jefferson Avenue, Inc. shall have the right to acquire a participation in the surviving limited liability as a member in the same proportion as the stock held in the merging party.

**FIFTH:** The survivor is a Florida Limited Liability Company, the managing member of which is Mallory Kauderer, whose address is 300 NE 71 Street, Miami, FL 33138.

**DATED:** February 23, 2006.

**JEFFERSON AVENUE HOLDINGS LLC**  
a Florida Limited Liability Company


BY:   
Mallory Kauderer, Manager

06 MAR 21 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

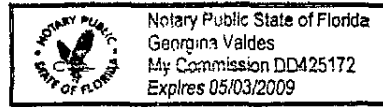
FILED

STATE OF FLORIDA       )  
  : ss  
COUNTY OF MIAMI-DADE)

The above instrument was acknowledged on February 23, 2006, by Mallory Kauderer, Manager of Jefferson Avenue Holdings, LLC, a Florida Limited Liability Company, who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My commission expires:

\\saleserver\common\G VICORPORATE\JEFFERSON\articles\merger.wpd



FILED  
06 MAR 21 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA