

LOS 000 117 323

Florida Department of State
Division of Corporations
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From: Account Name : GREENBERG TRAUIG (ORLANDO)
Account Number : 103731001374
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Fax Number : (407) 420-5909

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

573 Holding, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$117.50

\$135.00

Handwritten signature and date: 5-21-08

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Greenberg Traurig

Transmittal Cover Sheet

TO Florida Secretary of State
Company Division of Corporations
Fax Number (850) 617-6380
Phone Number
FROM Heather Irving
File Number 065348.010100
Comments

Re: (((H08000133397 3)))

Attached please find Certificate of Merger with attached Plan of Merger with 573 Holding, LLC as the surviving entity for filing. Please return a certificate of status and a certified copy with the filing confirmation.

This filing was originally filed yesterday and abandoned. We would appreciate receiving yesterday's (May 19, 2008) filing date for this filing to reflect that original filing.

Thank you for your assistance. Please contact me if you have any questions.

Date May 20, 2008
Time
No. Pages Including this cover sheet 7

Please notify us immediately if not received properly at 407-420-1000.

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TALLAHASSEE, FLORIDA
MAY 19 8:55

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STATE OF FLORIDA
CERTIFICATE OF MERGER

The following Certificate of Merger is submitted in accordance with Sections 608.4382 and 620.8918, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LOS-117339 573 RESIDENTIAL LLC	Florida	Limited Liability Company
LOS-117353 AP MANAGEMENT LLC	Florida	Limited Liability Company
LOS-3089 573 COMMERCIAL LLP	Florida	Limited Liability Partnership
LOS-117323 573 HOLDING, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
573 HOLDING, LLC	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each domestic limited liability company and limited liability partnership that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes.

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

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed and acknowledged as of May 15, 2008.

[Signature page follows]

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TALLAHASSEE, FLORIDA

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573 RESIDENTIAL LLC, a
Florida limited liability company

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

AP MANAGEMENT LLC
a Florida limited liability company

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

573 COMMERCIAL LLP,
a Florida limited liability partnership

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

573 HOLDING LLC,
a Florida limited liability company

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

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TALLAHASSEE, FLORIDA

Signature page to
Certificate of Merger
(((H08000133397 3)))

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PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into effective as of May 15, 2008, by and between 573 RESIDENTIAL LLC, a Florida limited liability company, 573 COMMERCIAL LLP, a Florida limited liability partnership, AP MANAGEMENT LLC, a Florida limited liability company (hereinafter sometimes referred to collectively as the "Merged Entities"), and 573 HOLDING, LLC, a Florida limited liability company (the "Surviving Entity"). The Merged Entities and the Surviving Entity are hereinafter sometimes referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the parties desire that the Merged Entities merge into the Surviving Entity in a manner which conforms to applicable laws of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

- Merger.** The Merged Entities shall merge into the Surviving Entity in accordance with Sections 608.438 and 620.2106, Florida Statutes (the "Merger").
- Effective Date.** The Merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
- Rights of the Surviving Entity.** Upon the Effective Date: (a) the Merged Entities and the Surviving Entity shall become a single limited liability company and the separate existence of the Merged Entities shall cease; (b) the Surviving Entity shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Entities which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Entities, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Entities shall vest in the Surviving Entity without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Entities shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall be unimpaired; the Surviving Entity shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Entities; and all debts, liabilities and obligations of the respective Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Entities; and (d) without limitation of the foregoing provisions of this Section 3, all limited liability company and partnership acts, plans, policies, contracts, approvals and authorizations of the Constituent Entities, their members, managers, partners, committees elected or appointed by the managers, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans,

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TALLAHASSEE, FLORIDA
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policies, contracts, approvals and authorizations of the Surviving Entity as they were with respect to the Constituent Entities.

4. **Articles of Organization, Limited Liability Company Operating Agreement, Members of Surviving Entity.** Upon the Effective Date: (a) the Articles of Organization of the Surviving Entity as in effect immediately prior to the Effective Time shall continue as the Articles of Organization until thereafter amended or cancelled in the manner provided by law; (b) the Limited Liability Company Operating Agreement of the Surviving Entity shall continue as the Limited Liability Company Operating Agreement of the Surviving Entity until terminated in the manner provided by law; and (c) the members of the Surviving Entity shall remain the members of the Surviving Entity.

5. **Conversion of Interests.** At the Effective Time, each then outstanding interest in the Merger Entities shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

6. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

7. **Waivers and Amendments.** This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

8. **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

9. **Headings.** The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

10. **Severability of Provisions.** The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision of any part thereof.

11. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger effective as of the date first above written.

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TALLAHASSEE, FLORIDA

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573 RESIDENTIAL LLC, a
Florida limited liability company

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

AP MANAGEMENT, LLC,
a Florida limited liability company

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

573 COMMERCIAL, LLP,
a Florida limited liability partnership,

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

573 HOLDING, LLC,
a Florida limited liability company

By: _____
Name: Miguel Angel Barbagallo
Title: Authorized Person

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TALLAHASSEE, FLORIDA

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Signature page to
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Plan of Reorganization