

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VP CAPITAL LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

IRMA GOMEZ

Contact Person

JORGE L. GURIAN, P.A.

Firm/Company

1805 PONCE DE LEON BLVD., SUITE 400

Address

CORAL GABLES, FL 33134

City, State and Zip Code

JGURIAN@GURIANLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

IRMA GOMEZ at (**305**) **931-0541**
Name of Contact Person Area Code Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Articles of Merger
For
Florida Limited Liability Company

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s 605 1025, 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>
STOREY LAKE TOWNHOUSE, LLC	FLORIDA	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
VP CAPITAL, LLC	FLORIDA	Limited Liability Company
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss 605 1021-605 1026, by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s 605 1023(1)(b)

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)


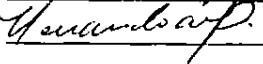
- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss 605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records

SEVENTH: Signature(s) for Each Party

Name of Entity/Organization	Signature(s)	Typed or Printed Name of Individual
STONEY LAKE TOWNHOUSE, LLC		HERNANDO VARGAS
VPCAPITAL, LLC		HERNANDO VARGAS

Corporations	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships	Signature of a general partner or authorized person
Florida Limited Partnerships	Signatures of all general partners
Non-Florida Limited Partnerships	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees: For each Limited Liability Company	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<u>Certified Copy (optional)</u>	\$30.00