

# P96000016966

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000021301 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 922-4000

From:

Account Name : ALBERT J. XIQUES, ESQ.  
Account Number : 110166000015  
Phone : (305) 377-1000  
Fax Number : (305) 377-1055

FILED  
00 APR 28 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

00 APR 28 AM 10:38

DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**LASALLE VENTURES (BRICKELL), INC.**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

04/28/00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NUTONE, LTD., a British Virgin Islands corporation not qualified to transact  
business in the State of Florida

INTO

**LASALLE VENTURES (BRICKELL), INC.**, a Florida entity, P96000016966.

File date: April 28, 2000

Corporate Specialist: Darlene Connell

FILED  
00 APR 28 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name	Jurisdiction
<u>LaSalle Ventures (Brickell), Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

Name	Jurisdiction
<u>Nutone, Ltd.</u>	<u>British Virgin Islands</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 04 / 28 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

~~The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_~~

The Plan of Merger was adopted by the board of directors of the surviving corporation on 03/31/00 and shareholder approval was not required.

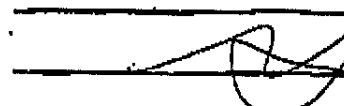
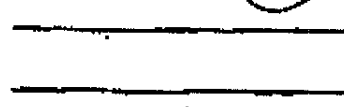

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 03/31/00

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Nutone, Ltd.		Gavriel Mairone, President of LaSalle Ventures (Brickell), Inc.
LaSalle Ventures (Brickell), Inc.		Gavriel Mairone, Director
LaSalle Ventures (Brickell), Inc.		Bernard Sandlin, Director

**PLAN OF MERGER**  
(Non Subsidiaries)

Fax Audit No. H00000021301

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
N/A	

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
N/A	

Third: The terms and conditions of the merger are as follows:

N/A

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Fax Audit No. H00000021301

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

### **PLAN OF MERGER**

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

FL. GC § 607.1104

Fax Audit No. H00000021301

Fax Audit No. H00000021301

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	Jurisdiction
<u>LaSalle Venturas (Brickell), Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation is

Name	Jurisdiction
<u>Nutone, Ltd.</u>	<u>British Virgin Islands</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The following terms shall control the exchange and conversion of Nutone stock: Brickell shall cancel its stockholdings in Nutone in exchange for the transfer of all right, title and interest in Nutone's assets and liabilities to Brickell. Brickell shall not issue any stock in this exchange to the Nutone shareholders upon their surrender of their Nutone stock certificates. The issued and outstanding stock of Brickell on the date of this Merger shall remain outstanding shares of the no par value common stock of Brickell, and this exchange and conversion shall not apply to those shares.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

FL 63 - CTS Form 04/89

Fax Audit No. H00000021301

Fax Audit No. H00000021301

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S., would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. N/A

Other provisions relating to the merger are as follows:

See Attached Plan of Merger



**PLAN OF MERGER OF**

**NUTONE, LTD.,  
a British Virgin Islands Corporation**

**Into**

**LA SALLE VENTURES (Brickell), INC.,  
a Florida Corporation**

**AGREEMENT and PLAN OF MERGER** dated as of April 28, 2000 between **NUTONE, LTD.**, a British Virgin Islands corporation (hereinafter referred to as "Nutone"), and **LA SALLE VENTURES (Brickell), INC.**, a Florida corporation (hereinafter referred to as "Brickell").

**WHEREAS**, Brickell holds one hundred percent (100%) of the outstanding common shares of Nutone; and

**WHEREAS**, the Boards of Directors of Nutone and Brickell and their shareholders and members deem it advisable to merge Nutone and Brickell into Brickell pursuant to this Agreement and the applicable laws of the State of Florida and the British Virgin islands (hereinafter referred to as "BVI"); and

**WHEREAS**, the Boards of Directors of Nutone and Brickell and their shareholders and members intend to adopt this Agreement as a Plan of Reorganization and to consummate the merger in accordance with the provisions of Section 368 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code").

**NOW, THEREFORE**, the Boards of Directors of Nutone and Brickell and their shareholders and members adopt the following "Articles and Plan of Merger" in accordance with the applicable sections of the Florida Business Corporation Act and the International Business Companies Ordinances of the BVI:

Article 1. The parties hereto agree to effect this Merger.

Article 2. The parties to these Articles and Plan of Merger are Nutone and Brickell.

Article 3. The corporation to survive the Merger is Brickell which shall continue under the same name.

Article 4. The parties acknowledge that the corporate laws of the BVI permit this merger and that Nutone will comply with the applicable laws of the BVI.

Article 5. This Merger shall not effect any amendment to the charter of Brickell, the surviving corporation.

Article 6. Nutone and Brickell maintain their principal offices in Miami, Florida. Brickell shall maintain its principal office in Miami, Florida as the surviving corporation after the Merger.

Article 7. The Boards of Directors and shareholders and members of Nutone and Brickell duly approved and adopted these Articles and the Plan of Merger by unanimous written consents in lieu of special meetings dated March 31, 2000 in a manner consistent with the Florida Business Corporation Act and the International Business Companies Ordinance of the BVI.

Article 8. The Plan of Merger is as follows:

8.1. The Articles of Incorporation of Brickell on the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation, and this Merger shall not change or otherwise amend them.

8.2. Brickell reserves the right and power to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation after the effective date of the Merger in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3. The By-Laws of Brickell on the effective date of the Merger shall remain the By-Laws of the surviving corporation until alteration, amendment, repeal or adoption of new By-Laws in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of Florida law.

8.4. The Directors of Brickell immediately prior to the effective date of the Merger shall continue in office until the next Meeting of the Stockholders of Brickell. Brickell shall continue to have two (2) directors who shall be the following persons: Gavriel Mairone and Bernard Sendlin.

The following officers of Brickell immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger until the next Meeting of the Board of Directors of Brickell:

Gavriel Mairone	President
Bernard Sendlin	Secretary
Bernard Sendlin	Treasurer

8.5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>
Nutone	Common (\$1.00 par value)	50,000
Brickell	Common (\$0 par value)	100,000

8.6. The following terms shall control the exchange and conversion of Nutone stock: Brickell shall cancel its stockholdings in Nutone in exchange for the transfer of all right, title and interest in Nutone's assets and liabilities to Brickell. Brickell shall not issue any stock in this exchange to the Nutone shareholders upon their surrender of their Nutone stock certificates. The issued and outstanding stock of Brickell on the date of this Merger shall remain outstanding shares of the no par value common stock of Brickell, and this exchange and conversion shall not apply to those shares.

8.7. On the effective date of the Merger, the separate existence of Nutone shall cease except to the extent continued by statute, and all of its property, rights, privileges and franchises of whatsoever nature and description shall be transferred to, vest in, and devolve upon Brickell as the surviving corporation without further act or deed. Nutone shall make and deliver any confirmatory deeds, assignments or other like instruments deemed desirable by Brickell to evidence such transfer, vesting or devolution of any property, right, privilege or franchise at any time or from time to time by its last acting officers or by the corresponding officers of the surviving corporation. Upon the effective date of the merger, Brickell shall be responsible and liable for all the liabilities and obligations of Nutone. The merger of Nutone into Brickell shall not impair the rights of creditors or any liens upon the properties of Nutone.

8.8. The effective date of the Merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

8.9. A majority of either Board of Directors of Brickell or Nutone or a majority in interest of the members or shareholders of Brickell or Nutone can vote to abandon this Plan of Merger before its effective date, and thereupon this Plan of Merger shall cease.

8.10. Brickell shall pay all the expenses of effecting this Plan of Merger.

8.11. Brickell shall make all entries necessary upon its books upon the effective date of the merger to treat the merger as a pooling of interests for accounting purposes only. Such entries shall include, *inter alia*, the following adjustments:

(a) Brickell shall record the assets and liabilities of Nutone at the amounts carried on their respective books immediately prior to the effective date of the merger.

(b) The stated capital of Brickell after the merger shall include the stated value of all the common stock of Brickell issued in the conversion of the outstanding stock of Nutone.

(c) The paid-in capital of Brickell after the merger shall include any paid-in capital of Nutone immediately prior to the merger.

(d) The retained earnings of Brickell after the merger shall include any retained earnings of Nutone immediately prior to the merger. Unless transferred to stated capital by the issuance of shares or otherwise, the net assets of the corporations available for dividends immediately prior to the merger shall continue to be available for the payment of dividends by Brickell as the surviving corporation.

8.12 Any shareholder of Nutone who dissents from the merger of Nutone into Brickell may receive the fair market value of said dissenting shareholder's stock in Nutone upon compliance with applicable provisions of the Florida Business Corporation Act and the International Business Companies ordinance of the British Virgin Islands.

Article 9. Nutone and Brickell may execute any number of counterparts of these Articles and Plan of Merger, and each such counterpart shall constitute an original.

IN WITNESS WHEREOF, pursuant to authority duly given by their respective shareholders and members and Boards of Directors, Brickell and Nutone have caused their

respective Presidents and Secretaries to execute this Agreement and Plan of Merger and to attach hereto their corporate seals.

LA SALLE VENTURES (Brickell), INC.,  
a Florida corporation

By: \_\_\_\_\_

its President

ATTEST: \_\_\_\_\_

its Secretary

NUTONE, LTD.,  
a British Virgin Islands corporation

By: \_\_\_\_\_

its President

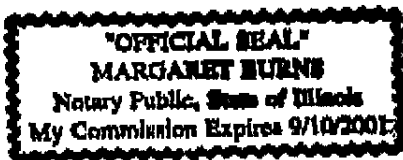
ATTEST: \_\_\_\_\_

its Secretary

STATE OF ILLINOIS     )  
COUNTY OF COOK     )

I, Margaret Burns, a Notary Public, do hereby certify that on the 28th day of April, 2000, personally appeared before me Gavriel Mairone and Bernard Sendlin who declare they are the President and Secretary of LaSalle Ventures (Brickell), Inc., a Florida corporation, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing Articles of Merger in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

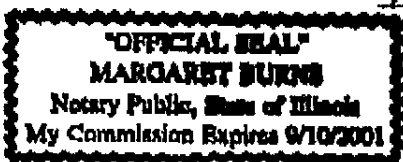


*Margaret Burns*  
Notary Public

STATE OF ILLINOIS     )  
COUNTY OF COOK       )

I, Margaret Burns, a Notary Public, do hereby certify that on the 28th day of April, 2000, personally appeared before me Gavriel Mairone and Bernard Sendlin, who declare they are the President and Secretary of Nutone, Ltd., a British Virgin Islands corporation, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing Articles of Merger in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



*Margaret Burns*  
Notary Public