

Division of Corporations

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L02000000413

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

121 MAJORCA, LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

121 MAJORCA, A FLORIDA GENERAL PARTNERSHIP

INTO

121 MAJORCA, LLC, a Florida entity, L02000000413

File date: January 9, 2002

Corporate Specialist: Agnes Lunt



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 9, 2002

121 MAJORCA, LLC
121 MAJORCA AVE.
SUITE 300
CORAL GABLES, FL 33134

SUBJECT: 121 MAJORCA, LLC
REF: L02000000413

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H02000004926
Letter Number: 002A00001207

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ARTICLES OF MERGER

THE FOLLOWING ARTICLES OF MERGER ARE BEING SUBMITTED IN ACCORDANCE WITH SECTION(S) 607.1109, 608.4382, AND/OR 620.203, FLORIDA STATUTES.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
121 MAJORCA 121 Majorca, Suite 300 Coral Gables, FL 33134	Florida	General Partnership

Florida Document/Registration Number: NONE
Employer Identification Number: 59-1967468

Name and Street Address	Jurisdiction	Entity Type
121 MAJORCA, LLC 121 Majorca, Suite 300 Coral Gables, FL 33134	Florida	Limited Liability Company

Florida Document/Registration Number: L02000000413
FEI Number: Applied for

SECOND: The exact name, street address of its principal office, Jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
121 Majorca, LLC 121 Majorca, Suite 300 Coral Gables, FL 33134	Florida	Limited Liability Company

Florida Document/Registration Number: L02000000413
FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: The Partners of 121 Majorca, by virtue of their executing this instrument, do hereby confirm that the partnership is the owner of that property legally described as: "Lots 30, 31, 32 and 33 in Block 6 of REVISED PLAT CORAL GABLES SECTION L, according to the Plat thereof, as recorded in Plat Book 8, at Page 85 of the Public Records of Dade County, Florida", and do hereby confirm, grant, quit claim and convey to 121 Majorca, a Florida General Partnership and to 121 Majorca, LLC, as its successor by merger, any and all of the land situated in Miami-Dade County, Florida, as described above.

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TWELVETH: That each of Jesse S. Hogg, W. Reynolds Allen, Robert L. Norton and James M. Blue have held, and do hold the property described in Eleventh above on behalf and as an asset of the partnership. That the named partners, by executing and recording the merger document, are conveying and transferring to the Limited Liability Company all right, title, and interest in the property which they or the partnership now hold.

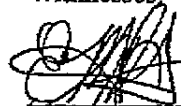
THIRTEENTH: Signature(s) For Each Party:

Name of Entity
121 MAJORCA

Signature

Name of Individual

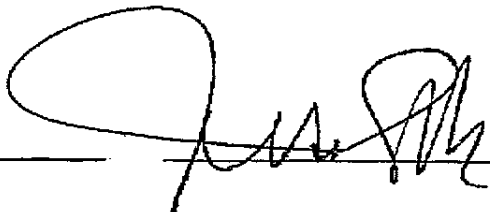
Witnesses:



Name:

Eileen Rodriguez

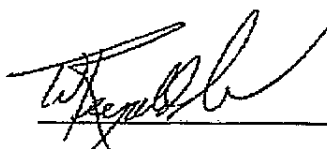
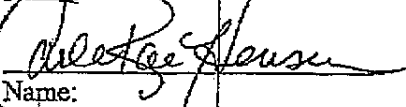
Name:



JESSE S. HOGG, Partner



Name:

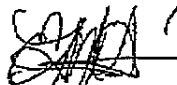
W. REYNOLDS ALLEN,
Partner

Name:

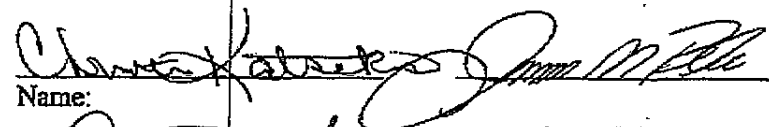


ROBERT L. NORTON,

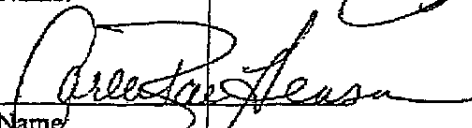
Name:



Name:



JAMES M. BLUE, Partner



Name:

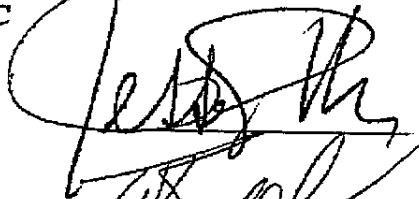
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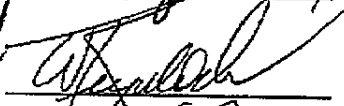
Name of Entity
121 MAJORCA, LLC

Signature


Name of Individual



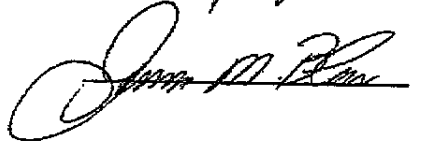
JESSE S. HOGG, Member



W. REYNOLDS ALLEN, Member



ROBERT L. NORTON, Member



JAMES M. BLUE, Member

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER, WHICH WAS ADOPTED AND APPROVED BY EACH PARTY TO THE MERGER IN ACCORDANCE WITH SECTION(S) 607.1107, 617.1103, 608.4381, AND/OR 620.202, IS BEING SUBMITTED IN ACCORDANCE WITH SECTION(S) 607.1108, 608.438, AND/OR 620.201, FLORIDA STATUTES.

FIRST: The exact name and Jurisdiction of each merging party are:

Name	Jurisdiction
121 MAJORCA 121 Majorca, Suite 300 Coral Gables, FL 33134	Florida

Name	Jurisdiction
121 MAJORCA, LLC 121 Majorca, Suite 300 Coral Gables, FL 33134	Florida

SECOND: The exact name and Jurisdiction of the surviving party are:

Name	Jurisdiction
121 MAJORCA, LLC 121 Majorca, Suite 300 Coral Gables, FL 33134	Florida

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

THE MERGER.

1.1 Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, at the Effective Time, 121 MAJORCA shall be merged with and into 121 MAJORCA, LLC. (hereafter "Company"), the separate existence of 121 MAJORCA shall cease, and Company shall continue as the surviving entity of the merger (the "Surviving Entity").

1.2 Effective Time. Company and 121 MAJORCA will file articles of merger, in such appropriate form as determined by the parties, with the Secretary of State of the State of

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Florida in accordance with the relevant provisions of Florida Law (the "Plan of Merger") (the time of such filing as specified in the Articles of Merger being the "Effective Time").

1.3 Effect of The Merger. At the Effective Time, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of Florida Law. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Entity shall possess all the property, rights, privileges, powers and franchises of Company and 121 MAJORCA, and shall be subject to all debts, liabilities and duties of Company and 121 MAJORCA.

1.4 Articles of Organization; Regulations. (a) At the Effective Time, the Articles of Organization of 121 MAJORCA, LLC., as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law. (b) At the Effective Time, the Regulations, as in effect immediately prior to the Effective Time, shall be the Regulations of the Surviving Entity until thereafter amended.

1.5 Managers And Officers. The initial managers of the Surviving Entity shall be the managers of 121 MAJORCA, LLC. immediately prior to the Effective Time, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Entity shall be the officers of Company immediately prior to the Effective Time, until their respective successors are duly appointed.

1.6 Effect on Membership Interests. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, by virtue of the merger and without any action on the part of 121 MAJORCA, Company or the holders of any of the following interests:

(a) Conversion of 121 MAJORCA Properties Interests. Each percentage interest of 121 MAJORCA ("121 Majorca Units") issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and automatically converted to one validly issued, fully paid and nonassessable percentage membership unit of the Surviving Entity.

(b) Both parties to the merger certify that no party has a right to acquire additional interests in either entity at this time.

1.7 Taking of Necessary Action; Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this merger to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Company and 121 MAJORCA, the officers, members and managers of Company and 121 MAJORCA will take all such lawful and necessary action.

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FORTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Name:	Address:
JESSE S. HOGG	121 Majorca, Suite 300 Coral Gables, FL 33134
W. REYNOLDS ALLEN	121 Majorca, Suite 300 Coral Gables, FL 33134
ROBERT L. NORTON	121 Majorca, Suite 300 Coral Gables, FL 33134
JAMES M. BLUE	121 Majorca, Suite 300 Coral Gables, FL 33134