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July 18, 2002

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Filing of Articles of Merger and Plan of Merger

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-07/19/02--01065--015
****120.00 ****120.00

Dear Sir or Madam:

Enclosed please find a check in the amount of \$120.00 (\$60.00 per document / \$35.00 for corporation and \$25.00 for LLC) in connection with the filing fee for the *Articles of Merger of Starford Development Corp., a Florida corporation and Starford Development, LLC, a Florida Limited liability company and the Plan of Merger.*

Please file these documents with your office and return to us at your earliest convenience.

Thank you for your cooperation in this matter and please feel free to contact me if you should need any additional information.

Sincerely,



M. Alejandra Escalona

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

STARFORD DEVELOPMENT CORP., a Florida entity P0000011950

into

STARFORD DEVELOPMENT, LLC, a Florida entity L02000002352

File date: July 19, 2002

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER OF STARFORD DEVELOPMENT
CORP., A FLORIDA CORPORATION AND
STARFORD DEVELOPMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

P-111950

L02-2352

Pursuant to the relevant provisions of Chapters 607 and 608, Florida Statutes, these Articles of Merger provide that:

1. Starford Development Corp., a Florida corporation (the "Corporation"), shall be merged with and into Starford Development, LLC, a Florida Limited Liability Company (the "Surviving Entity"), which shall be the Surviving Entity.
2. The merger shall become effective on the day on which these Articles of Merger are filed with the Secretary of State of Florida.
3. The Agreement of Plan of Merger and the Plan of Merger dated January 31, 2002 (which is incorporated herein and a copy of which is attached hereto), pursuant to which the Corporation shall be merged with and into the Surviving Entity (the "Merger"), was unanimously approved and adopted by the shareholders of the Corporation by resolutions adopted on February 15, 2002, in accordance with the applicable provisions of Florida Statutes, Chapter 607, and by the unit holders of the Surviving Entity by resolutions adopted on February 15, 2002 in accordance with the applicable provisions of Florida Statutes, Chapter 608.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Corporation and the Surviving Entity by the authorized representatives as of the 15th day of February, 2002.

Starford Development Corp.

By: [Signature]
President

Starford Development, LLC

By: [Signature]
Manager

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SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of February, 2002 by Edgardo Defortuna, as President of Starford Development Corp., and Edgardo Defortuna, as Manager of Starford Development, LLC on behalf of the corporation and Limited Liability Company, respectively. He is personally known to me ~~or has produced~~ _____ as identification and did not take an oath.



Lawrence S. Evans
MY COMMISSION # CC941406 EXPIRES
June 1, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Lawrence S. Evans
Florida Notary Public

LAWRENCE S. EVANS
Print Name

Commission No.:

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PLAN OF MERGER

THIS PLAN OF MERGER, sets forth the plan for the merger of Starford Development Corp., a corporation incorporated and duly constituted under the laws of the State of Florida (the "Corporation"), into Starford Development, LLC, a Florida Limited Liability Company incorporated and duly constituted under the laws of the State of Florida (the "Surviving Entity"), which, following this Plan of Merger, shall become the Surviving Entity.

1. Terms and conditions of the merger. Subject to the approval of the shareholders of the Corporation and the unit holders of the Surviving Entity, the Corporation shall be and become merged into the Surviving Entity upon the following terms and conditions:

- a. The authorized, issued and outstanding capital of the Corporation consists of 1,000 shares with a par value of \$1.00 each. Such shares shall be converted at the same value into 100 units of the Surviving Entity, and 99 units shall be issued to the existing shareholders of the Corporation in the same proportions as held by each of them in the Corporation as of the date of the merger, and 1 unit shall be issued to Milton Group, Inc. as follows:

BEFORE MERGER

| <u>Shareholder</u> | <u>Number of Shares</u> | <u>Value</u> |
|--------------------|-------------------------|--------------|
| Edgardo Defortuna | 1,000 shares | \$1.00 each |

AFTER MERGER

| <u>Unit Holder</u> | <u>Number of Units</u> | |
|--------------------|------------------------|--------------|
| Edgardo Defortuna | 99 units | \$10.00 each |
| Milton Group, Inc. | 1 unit | \$10.00 each |

There is no outstanding authorized capital which has not been issued to the existing shareholders of the Corporation as set forth above. Any rights in connection with the ability to purchase additional units of the Surviving Entity after the effective date of merger shall be governed by the terms and conditions of the Operating Agreement of the Surviving Entity. All corporate powers of the

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Surviving Entity shall be exercised by or under the authority of its Unit Holders, and the business and affairs of the Surviving Entity shall be managed under the direction of Managers appointed by such unit holders. The initial Manager of the Surviving Entity is Edgardo Defortuna, whose address is 1300 Brickell Avenue, Miami, Florida 33131.

2. The effective date of the merger as set forth in this Plan of Merger shall be the date upon which the Articles of Merger are filed with Secretary of State of the State of Florida.

Dated: January 31, 2002

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