

L000000006212

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

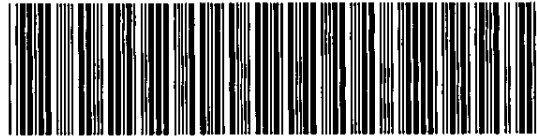
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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10/03/08--01002--007 \*\*50.00

RECEIVED

08 OCT -2 PM 4:45

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 OCT -2 PM 9:45

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

OCT - 3 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 10/02/2008

REF. #: 000150.93964

CORP. NAME: BISCAYNE LEASES, LLC merging into 1200 BISCAYNE ENTERPRISES, LLC

FILED  
08 OCT -2 AM 9:45  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 527800 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

## CERTIFICATE OF MERGER

The following Certificate of Merger is submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name, principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Biscayne Leases, LLC 3211 Ponce De Leon Blvd., Suite 305 Coral Gables, FL 33134 Florida Document/Registration Number: L01000008310	Florida	limited liability company

**SECOND:** The exact name, principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1200 Biscayne Enterprises, LLC 3211 Ponce De Leon Blvd., Suite 305 Coral Gables, FL 33134 Florida Document/Registration Number: L00000006212	Florida	limited liability company

**THIRD:** The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

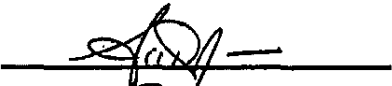

**FOURTH:** The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not organized under the laws of the state of Florida, the surviving entity agrees to pay any members with appraisal rights the amount, if any, to which they are entitled under sections 608.4351-608.43595, Florida Statutes.

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

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

**EIGHTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Biscayne Leases, LLC		Avra Jain, Manager
1200 Biscayne Enterprises, LLC		Avra Jain, Manager

## PLAN OF MERGER

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form</u>
Biscayne Leases, LLC	Florida	limited liability company

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form</u>
1200 Biscayne Enterprises, LLC	Florida	limited liability company

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

All of the outstanding membership interests of the merging party shall be cancelled. The holders of all of the membership interests in the merging party currently hold all of the membership interests in the surviving party. Accordingly, no exchanges or further actions of the members of either party are required; provided that the members have agreed to enter into an amended and restated operating agreement for the surviving party.

### **FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: NOT APPLICABLE

**FIFTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: NOT APPLICABLE