

AD5000000117

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

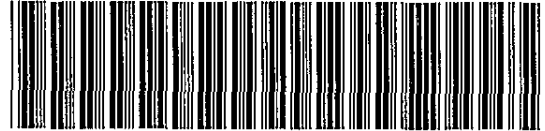
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



000050519410

RECEIVED  
STATE  
DIVISION  
OF REVENUE

05 APR 19 09 2:04

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 19 PM 3:00

*Morgan  
(w/ang)*

*Left  
mail*



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 317257 4141A

AUTHORIZATION : *Patricia Pajaro*

COST LIMIT : \$ 130.00

ORDER DATE : April 15, 2005

ORDER TIME : 12:41 PM

ORDER NO. : 317257-005

CUSTOMER NO: 4141A

CUSTOMER: Mark J. Scheer, Esq  
Gunster, Yoakley & Stewart,  
Suite 3400, One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, FL 33131

ARTICLES OF MERGER

SONESTA BEACH RESORT, LLC

INTO

SBR-FORTUNE ASSOCIATES, LLLP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

*To  
Brenda  
Tadlock*

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Sonesta Beach Resort, LLC 116 Huntington Ave., Floor 9 Boston, Massachusetts 32116	Delaware	limited liability company
Florida Document/Registration Number: N/A		
2. SBR-Fortune Associates, LLLP 1300 Brickell Ave. Miami, Florida 33131	Florida	limited liability limited partnership
Florida Document/Registration Number: A05000000117		

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 19 PM 3:00

**SECOND:** The exact name, street address of its 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>
SBR-Fortune Associates, LLLP 1300 Brickell Ave. Miami, FL 33131	Florida	limited liability limited partnership
Florida Document/Registration Number: A05000000117		

**THIRD:** The attached Plan of Merger was approved by SBR-Fortune Associates, LLLP in accordance with Chapter 620, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by Sonesta Beach Resort, LLC in accordance with the respective laws of Delaware.

**FIFTH:** SBR-Fortune Associates, LLLP has obtained the written consent of Fortune KB GP, LLC, a Florida limited liability company, its sole general partner, pursuant to section 620.202(2), Florida Statutes.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of limited liability limited partnership of SBR-Fortune Associates, LLLP or the regulations of Sonesta Beach Resort, LLC.

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

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

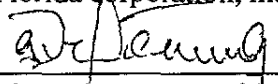
**[Signatures appear on the following page.]**

IN WITNESS WHEREOF, SBR-Fortune Associates, LLLP and Sonesta Beach Resort, LLC have caused this Certificate to be signed this 15<sup>th</sup> day of April, 2005.

**SBR-FORTUNE ASSOCIATES, LLLP:**

By: **FORTUNE KB GP, LLC**, a Florida limited liability company, sole general partner

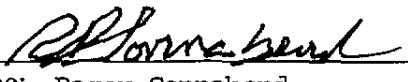
By: Fortune International Management, Inc., a Florida corporation, manager

By:   
Edgardo Defortuna, President

**SONESTA BEACH RESORT, LLC:**

By: **SONESTA BEACH RESORT LIMITED PARTNERSHIP**, a Delaware limited partnership, sole member

By: Florida Sonesta Corporation, a Florida corporation, sole general partner

By:   
Name: Roger Sonnabend  
Title: Chairman

**PLAN OF MERGER BY AND BETWEEN  
SONESTA BEACH RESORT, LLC  
AND  
SBR-FORTUNE ASSOCIATES, LLLP**

The following Plan of Merger, was adopted and approved by each party to the merger in accordance with the provisions of Section 620.202 of the Florida Revised Uniform Limited Partnership Act (the "Act"), and is being submitted in accordance with Section 620.201 of the Act.

**FIRST:** The exact names and jurisdictions of organization of each merging party are as follows:

<b>Name of Merging Party</b>	<b>Jurisdiction of Merging Party</b>
SONESTA BEACH RESORT, LLC SBR-FORTUNE ASSOCIATES, LLLP	Delaware Florida

**SECOND:** The name of the surviving party is SBR-FORTUNE ASSOCIATES, LLLP, a Florida limited liability limited partnership (the "Surviving Entity").

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

As of the effective date of the merger, Sonesta Beach Resort, LLC shall be merged with and into SBR-Fortune Associates, LLLP, and as of such date, SBR-Fortune Associates, LLLP shall assume all the rights, privileges and obligations of Sonesta Beach Resort, LLC and shall continue to exist under the laws of the State of Florida, and Sonesta Beach Resort, LLC shall cease to exist.

As of the effective date of the merger, the certificate of limited partnership and Agreement of Limited Liability Limited Partnership of SBR-Fortune Associates, LLLP shall remain in effect until thereafter amended or restated as provided therein or by the Act.

**FOURTH:** 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:

On the effective date of the merger, and subject to the terms of the Agreement of Merger, Sonesta Beach Resort Limited Partnership, the sole member of Sonesta Beach Resort, LLC, shall surrender to SBR-Fortune Associates, LLLP all membership certificates evidencing membership interests in Sonesta Beach Resort, LLC and such membership interests shall be cancelled.

**FIFTH:** FORTUNE KB GP, LLC, a Florida limited liability company, shall be the general partner of the Surviving Entity, and its business address shall be 1300 Brickell Avenue, Miami, Florida. 33131.

**SIXTH:** 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 or organized are as follows:

**Statements Required by Other Jurisdictions.**

A Certificate of Merger shall be filed in the State of Delaware, pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, by Sonesta Beach Resort, LLC, a Delaware limited liability company.

**[Signatures appear on the following page.]**

IN WITNESS WHEREOF, SBR-Fortune Associates, LLLP and Sonesta Beach Resort, LLC have caused this Plan of Merger to be signed this \_\_\_\_ day of April, 2005.

**SBR-FORTUNE ASSOCIATES, LLLP:**

By: **FORTUNE KB GP, LLC**, a Florida limited liability company, sole general partner

By: FORTUNE INTERNATIONAL  
MANAGEMENT INC., manager

By: \_\_\_\_\_  
Name: Edgardo Defortuna  
Title: President

**SONESTA BEACH RESORT, LLC:**

By: **SONESTA BEACH RESORT LIMITED PARTNERSHIP**, a Delaware limited partnership, sole member

By: FLORIDA SONESTA  
CORPORATION, a Florida corporation, as general partner

By: \_\_\_\_\_  
Name:  
Title: