

Division of Corporations

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A0500002097

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305)374-7580
Fax Number : (305)351-2122

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
CABI SMA TOWER I, LLLP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$280.00

271.25

File today's date plz -

C. LEWIS

DEC 14 2010

EXAMINER

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December 9, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

SUBJECT: CUBI SMA TOWER I, LLLP
REF: W10000057067

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.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: E10000264117
Letter Number: 410A00028576

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>A05000002097 Cabi SMA Tower 1, LLLP</u>	<u>Florida</u>	<u>LLLP</u>
<u>A05000002098 Cabi SMA Tower 2, LLLP</u>	<u>Florida</u>	<u>LLLP</u>
<u>A05000002095 Cabi SMA Retail 1, LLLP</u>	<u>Florida</u>	<u>LLLP</u>
<u>A05000002099 Cabi SMA Retail 2, LLLP</u>	<u>Florida</u>	<u>LLLP</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>A05000002097 Cabi SMA Tower 1, LLLP</u>	<u>Florida</u>	<u>LLLP</u>

THIRD: The date the merger is effective under the governing laws of the surviving party is: Upon filing

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

APPROVED
CJPA

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FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address: N/A

Mailing address: N/A

SIXTH: Other provisions, if any, relating to the merger:

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This page forms an integral part of that certain Certificate of Merger of Cabi SMA Tower 2, LLLP, Cabi SMA Retail 1, LLLP, Cabi SMA Retail 2, LLLP and Cabi SMA Tower 1, LLLP, which consists of a total of three (3) pages, excluding cover letter(s).

APPROVED
CJYPA

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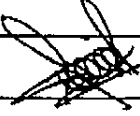
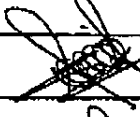
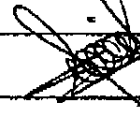
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TALLAHASSEE, FLORIDA

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Cabi GP SMA, LLC, Gen. Partnr. of Cabi SMA Tower 1, LLLP		Elias Amkie, Manager
Cabi GP SMA, LLC, Gen. Partnr. of Cabi SMA Tower 2, LLLP		Elias Amkie, Manager
Cabi GP SMA, LLC, Gen. Partnr. of Cabi SMA Retail 1, LLLP		Elias Amkie, Manager
Cabi GP SMA, LLC, Gen. Partnr. of Cabi SMA Retail 2, LLLP		Elias Amkie, Manager

Fees: Filing Fees: \$52.50 Per Party
 Certified Copy: \$52.50 (Optional)
 Certificate of Status: \$8.75 (Optional)

This page forms an integral part of that certain Certificate of Merger of Cabi SMA Tower 2, LLLP, Cabi SMA Retail 1, LLLP, Cabi SMA Retail 2, LLLP and Cabi SMA Tower 1, LLLP, which consists of a total of three (3) pages, excluding cover letter(s).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes, 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 as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
Cabi SMA Tower 1, LLLP	Florida
Cabi SMA Tower 2, LLLP	Florida
Cabi SMA Retail 1, LLLP	Florida
Cabi SMA Retail 2, LLLP	Florida

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

<u>Name:</u>	<u>Jurisdiction:</u>
Cabi SMA Tower 1, LLLP	Florida

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

As a result of the merger, all of the outstanding interest in the merging party shall be canceled, and the holders of the interests in the surviving party shall continue to hold the same interests and all other distribution and economic rights therein.

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 if the survivor, in whole or in part, into cash or other property are as follows:

As a result of the merger, all of the outstanding interest in the merging party shall be canceled, and the holders of the interests in the surviving party shall continue to hold the same interests and all other distribution and economic rights therein.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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Described in Third Article above.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and addresses of the general partner(s) are as follows:

Name(s) and Address(es)
of the General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Cabi GP SMA, LLC
19950 W. Country Club Drive
Suite 900
Aventura, FL 33180

L0500110416

SIXTH: If a limited liability company is the surviving entity, the name(s) and addresses of the manager(s)/managing member(s) are as follows:

N/A

SEVENTH: 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:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger on this 10th day of December 2010.

CABI SMA TOWER I, LLLP, a Florida
limited liability limited partnership

By its GENERAL PARTNER

CABI GP SMA, LLC, a Florida limited
liability company

By: 
Name: Elias Amkie Levy
Title: Manager

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TALLAHASSEE, FLORIDA

**CABI SMA TOWER 2, LLLP, a Florida
limited liability limited partnership**

By its GENERAL PARTNER

**CABI GP SMA, LLC, a Florida limited
liability company**

By: 
Name: Elias Amkie Levy
Title: Manager

**CABI SMA RETAIL 1, LLLP, a Florida limited
liability limited partnership**

By its GENERAL PARTNER

**CABI GP SMA, LLC, a Florida limited
liability company**

By: 
Name: Elias Amkie Levy
Title: Manager

**CABI SMA RETAIL 2, LLLP, a Florida
limited liability limited partnership**

By its GENERAL PARTNER

**CABI GP SMA, LLC, a Florida limited
liability company**

By: 
Name: Elias Amkie Levy
Title: Manager