

Division of Corporations

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**Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
CABI 301 COMMERCIAL, LLLP**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$122.50

CF 105.00
cert 61.25
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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>Cabi 301 Commercial, LLLP</u>	<u>Florida</u>	<u>LLLP</u>
<u>Cabi 301 Residential, LLLP</u>	<u>Florida</u>	<u>LLLP 106-313</u>
<u> </u>	<u> </u>	<u> </u>

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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 301 Commercial, LLLP and Cabi 301 Residential, LLLP, which consists of a total of three (3) pages, excluding cover letter(s).

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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:
<u>Cabi 301 Commercial GP, LLC</u>		<u>Elias Amkie, Manager</u>
<u>General Partner of</u>		
<u>Cabi 301 Commercial, LLLP</u>		
<u>Cabi 301 Residential GP, LLC</u>		<u>Elias Amkie, Manager</u>
<u>General Partner of</u>		
<u>Cabi 301 Residential, LLLP</u>		

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 301 Commercial, LLLP and Cabi 301 Residential, LLLP, which consists of a total of three (3) pages, excluding cover letter(s).

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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, 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 301 Commercial, LLLP	Florida
Cabi 301 Residential, LLLP	Florida

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

<u>Name:</u>	<u>Jurisdiction:</u>
Cabi 301 Commercial, 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:

Described in Third Article above.

APPROVED
CJYPA

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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 301 Commercial GP, LLC
19950 W. Country Club Drive
Suite 900
Aventura, FL 33180

L06000011696

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

[SIGNATURES FOLLOW ON NEXT PAGE]

[This page forms an integral part of that certain Plan of Merger of CABI 301 COMMERCIAL, LLLP, a Florida limited liability limited partnership, consisting of three (3) pages.]

APPROVED
CITPA

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IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger on the ____ day of January, 2011.

CABI 301 COMMERCIAL, LLLP,
a Florida limited liability limited partnership

By: Cabi 301 Commercial GP, LLC,
its General Partner

Elias Amkie Levy, Manager

CABI 301 RESIDENTIAL, LLLP,
a Florida limited liability limited partnership

By: Cabi 301 Residential GP, LLC,
its General Partner

Elias Amkie Levy, Manager

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[This page forms an integral part of that certain Plan of Merger of CABI 301 COMMERCIAL, LLLP, a Florida limited liability limited partnership, consisting of three (3) pages.]

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CJYPA