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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

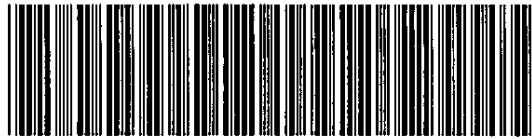
(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 OCT 22 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sonotate Research
Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 7453 Universal Boulevard LLC
(Corporation Name) (Document #)
2. into
(Corporation Name) (Document #)
3. Blue Rose Orlando L.P.
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CERTIFICATE OF MERGER

The following Certificate of Merger are being submitted in accordance with Sections 608.4382 and 620.2108 Florida Statutes.

Article I - Merging Entity

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

7453 Universal Boulevard, LLC, a Florida limited liability company
425 Ocean Drive, #107
Miami Beach, Florida 33139

Article II - Surviving Entity

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

THE BLUE ROSE ORLANDO, L.P., a Florida limited partnership
425 Ocean Drive, #107
Miami Beach, Florida 33139

Article III - Plan of Merger

The Plan of Merger, which is attached to this Certificate of Merger, meets the requirements of Sections 608.438 and 620.2106 Florida Statutes, and was approved by each domestic limited liability company and domestic limited partnership that is a party to the Merger in accordance with Chapters 608 and 620, Florida Statutes.

Article IV - Applicable Law

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the Merger or by the Certificate of Limited Partnership of any limited partnership that is a party to the Merger.

Article V - Effective Date

The effective date of the Merger shall be the date of filing of this Certificate of Merger.

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TALLAHASSEE, FLORIDA

Article VI - Articles of Merger

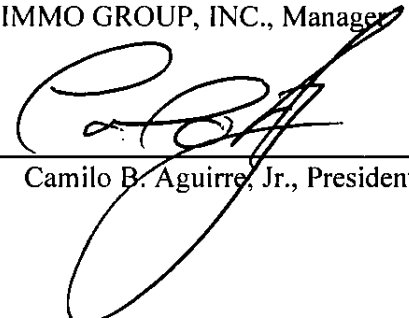
This Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

"Merging Entity"

7453 UNIVERSAL BOULEVARD LLC, a Florida limited liability company

By: CONDORESORT DEVELOPMENT
GROUP ONE, LLC, Manager

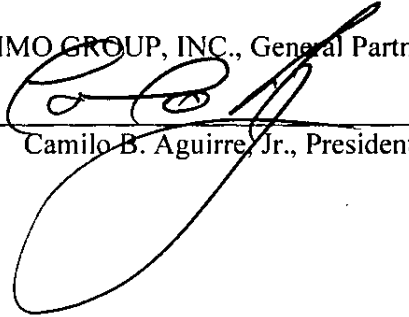
By: THE IMMO GROUP, INC., Manager

By: 
Camilo B. Aguirre, Jr., President

"Surviving Entity"

THE BLUE ROSE ORLANDO, L.P., a Florida limited partnership

By: THE IMMO GROUP, INC., General Partner

By: 
Camilo B. Aguirre, Jr., President

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 608.438 – 608.4383 and 620.2106 – 620.2113 Florida Statutes, is being submitted in accordance with Sections 608.438, and 620.201, Florida Statutes.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type of the merging entity, (the "Merging Entity") is as follows:

7453 Universal Boulevard, LLC, a Florida limited liability company

425 Ocean Drive, #107

Miami Beach, Florida 33139

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, (the "Surviving Entity") is as follows:

The Blue Rose Orlando, L.P., a Florida limited partnership

425 Ocean Drive, #107

Miami Beach, Florida 33139

Article III - Terms and Conditions

The terms and conditions of the merger are as follows:

7453 Universal Boulevard, LLC, a Florida limited liability company (the "LLC") shall be merged with and into its sole member, The Blue Rose Orlando, L.P., a Florida limited partnership (the "Partnership") (the "Merger"). The rights, property and liability of the LLC and the Partnership shall be combined into a single entity under the Merger. The Partnership shall, by virtue of the Merger and without any action on the part of any person or entity, cease to be a member of the LLC. Promptly following the execution of this Plan of Merger by the managing member of the LLC and the general partner of the Partnership, the managing member and general partner shall file a Certificate of Merger with the Florida Secretary of State.

Article IV - Basis and Manner of Converting Interests

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations of the survivor, in whole or in part, into cash or other property are as follows:

The interest of the Partnership in the LLC, represented as membership interests, shall disappear by virtue of the Merger.

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:

The right to acquire membership interests in the LLC shall disappear by virtue of the Merger.