

H40881

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Aventura L-1 B Corp. etc into (Document #) H 40881
GemStone Investment Corp.
2. Aventura L-2 A Corp H40882 (Document #)
3. Aventura L-2 B Corp H40883 (Document #) Aventura L-2 C H40884
4. Aventura M-2 Corp H40885 (Document #)

☒ Walk in ☒ Pick up time 2/23

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
98 FEB 23 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

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98 FEB 23 AM 11:14
DIVISION OF CORPORATION

2/23
Joy
Finger
CA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

AVENTURA L-1 B CORP., a Florida corporation, H40881 (MERGER DOCS.
IMAGED ON H40881)
AVENTURA L-2 A CORP., a Florida corporation, H40882
AVENTURA L-2 B CORP., a Florida corporation, H40883
AVENTURA L-2 C CORP., a Florida corporation, H40884
AVENTURA M-2 CORP., a Florida corporation, H40885

INTO

GEMSTONE INVESTMENT CORP., a Delaware corporation not qualified in
Florida

File date: February 23, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
OF
AVENTURA L-1 B CORP. H 40881
AVENTURA L-2 A CORP. H 40882
AVENTURA L-2 B CORP. H 40883
AVENTURA L-2 C CORP. H 40884
AVENTURA M-2 CORP. H 40885
INTO
GEMSTONE INVESTMENT CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging these corporations:

1. AVENTURA L-1 B CORP. ("L-1 B"), AVENTURA L-2 A CORP. ("L-2 A"), AVENTURA L-2 B CORP., AVENTURA L-2 C CORP. ("L-2 C") and AVENTURA M-2 CORP., Florida corporations, are hereby merging with and into GEMSTONE INVESTMENT CORP., a Delaware corporation, pursuant to the Agreement and Plan of Merger attached hereto as Exhibit "A". L-1 B, L-2 A, L-2 B, L-2 C and M-2 are wholly-owned subsidiaries of GEMSTONE INVESTMENT CORP.

2. The effective date of the merger shall be the later of (a) the filing of these Articles of Merger with the Secretary of State of the State of Florida, or (b) the filing of a certificate of merger with the Secretary of State of the State of Delaware in accordance with the laws of the State of Delaware.

3. The Plan of Merger was approved and adopted by the Directors of each Corporation on February 18, 1998. No shareholder approval was required.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President as of the 18th day of February, 1998.

Witnesses:

Judith Borg
Janice Steele

AVENTURA L-1 B CORP.

By: Lawrence Lopater
Lawrence Lopater, President

Witnesses:

Judith Borg
Janice Steele

AVENTURA L-2 A CORP.

By: Lawrence Lopater
Lawrence Lopater, President

Witnesses:

Judith Borg
Janice Steele

AVENTURA L-2 B CORP.

By: Lawrence Lopater
Lawrence Lopater, President

Witnesses:

Judith Borg
Janice Steele

AVENTURA L-2 C CORP.

By: Lawrence Lopater
Lawrence Lopater, President

Witnesses:

Judith Borg
Janice Steele

AVENTURA M-2 CORP.

By: Lawrence Lopater
Lawrence Lopater, President

Witnesses:

Judith Borg
Janice Steele

GEMSTONE INVESTMENT CORP.

By: Lawrence Lopater
Lawrence Lopater, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT OF PLAN AND MERGER ("Agreement") made this 18th day of February, 1998, by and among **AVENTURA L-1 B CORP.** ("L-1 B"), **AVENTURA L-2 A** ("L-2 A"), **AVENTURA L-2 B CORP.** ("L-2 B"), **AVENTURA L-2 C CORP.** ("L-2 C"), and **AVENTURA M-2 CORP.** ("M-2"), Florida corporations, and **GEMSTONE INVESTMENT CORP.**, a Delaware corporation ("Gemstone") (L-1 B, L-2 A, L-2 B, L-2 C, M-2 and Gemstone are collectively referred to as the "Corporations" and are sometimes referred to individually as the "Corporation").

WHEREAS, as of the date hereof, Gemstone owns 60 shares of common stock of L-1 B, without par value, which constitutes all of the issued and outstanding shares of stock of L-1 B (hereinafter referred to as "L-1 B Stock"); and

WHEREAS, as of the date hereof, Gemstone owns 60 shares of common stock of L-2 A, without par value, which constitutes all of the issued and outstanding shares of stock of L-2 A (hereinafter referred to as "L-2 A Stock"); and

WHEREAS, as of the date hereof, Gemstone owns 60 shares of common stock of L-2 B, without par value, which constitutes all of the issued and outstanding shares of stock of L-2 B (hereinafter referred to as "L-2 B Stock"); and

WHEREAS, as of the date hereof, Gemstone owns 60 shares of common stock of L-2 C, without par value, which constitutes all of the issued and outstanding shares of stock of L-2 C (hereinafter referred to as "L-2 C Stock"); and

WHEREAS, as of the date hereof, Gemstone owns 60 shares of common stock of M-2, without par value, which constitutes all of the issued and outstanding shares of stock of M-2 (hereinafter referred to as "M-2 Stock"); and

WHEREAS, the Board of Directors of each Corporation deems it advisable, in order to effectuate administrative cost reductions and for other general business purposes, that the Corporations merge into a single corporation ("Merger") pursuant to this Agreement and the applicable laws of the State of Florida; and

WHEREAS, the Corporations desire to adopt this Agreement as a Plan of Merger and to consummate the Merger in accordance with the provisions of

Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the provisions of Section 607.1104 of the Florida Statutes;

NOW, THEREFORE, the Corporations agree that, as of the Effective Date (as defined below), L-1 B, L-2 A, L-2 B, L-2 C and M-2 ("Subsidiary Corporations") shall be merged with and into Gemstone ("Parent Corporation"), which shall be the surviving corporation, in accordance with the applicable laws of the State of Florida, and that the terms and conditions of the Merger shall be as follows:

1. Effective Date of Merger. The effective date of the Merger shall be the date the Articles of Merger are filed with the Secretary of State of the State of Florida ("Effective Date").

2. Cancellation of Shares of Subsidiary Corporations. Each share of L-1 B Stock, L-2 A Stock, L-2 B Stock, L-2 C Stock and M-2 Stock which is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the Parent Corporation, be canceled as of the Effective Date.

3. Board of Directors and Officers of Parent Corporation. Until the election and qualification of their successors, the members of the Board of Directors of the Parent Corporation in office on the Effective Date shall remain the Board of Directors of the Parent Corporation until the election and qualification of their successor(s). The elected officers of the Parent Corporation in office on the Effective Date shall continue in office at the pleasure of the Board of Directors of the Parent Corporation, until the election and qualification of their successor(s).

4. Effect of the Merger. On the Effective Date, the separate existence of the Subsidiary Corporations shall cease (except as otherwise provided by law) and they shall be merged with and into the Parent Corporation. All property (real, personal and mixed) of the Subsidiary Corporations and all debts due to the Subsidiary Corporations on whatever account shall be taken and deemed to be transferred to and vested in the Parent Corporation without further act or deed. The Parent Corporation shall henceforth be responsible and liable for all the liabilities and obligations of the Subsidiary Corporations, and any claim or judgment against the Subsidiary Corporations may be enforced against the Parent Corporation.

5. Approval of Directors. Execution of this Agreement has been duly authorized and approved by the Board of Directors of each Corporation in accordance with applicable laws of the State of Florida and the State of Delaware.

6. **Designation of Agent for Service.** As of the Effective Date, Berger, Davis & Singerman, 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301 shall hereby become the Registered Agent to accept service of process in any action of the Subsidiary Corporations for which any of the Subsidiary Corporations are liable under this Agreement or under applicable laws of the State of Florida.

7. **General Provisions.**

(a) **Further Assurances.** At any time, and from time to time, after the Effective Date, each party shall execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or to otherwise carry out the intent and purposes of this Agreement.

(b) **Notices.** All notices and other communications hereunder shall be in writing and shall be deemed to have been given if delivered in person or sent by prepaid first class registered or certified mail, return receipt requested, as follows:

Aventura L-1 B Corp.
888 Seventh Avenue, Suite 3400
New York, New York 10106-0199

Aventura L-2 A Corp.
888 Seventh Avenue, Suite 3400
New York, New York 10106-0199

Aventura L-2 B Corp.
888 Seventh Avenue, Suite 3400
New York, New York 10106-0199

Aventura L-2 C Corp.
888 Seventh Avenue, Suite 3400
New York, New York 10106-0199

Aventura M-2 Corp.
888 Seventh Avenue, Suite 3400
New York, New York 10106-0199

Gemstone Investment Corp.
888 Seventh Avenue, Suite 3400
New York, New York 10106-0199

(c) **Entire Agreement.** This Agreement represents the entire understanding and agreement between the parties hereto with respect to the subject matter hereof and supersedes any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or subject matter hereof.

(d) **Headings.** The paragraph and subparagraph headings to this Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

(e) **Governing Law.** This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware.

(f) **Assignment.** This Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their successors and assigns; provided, however, that any assignment by any party of its rights under this Agreement without the written consent of the other parties shall be void.

(g) **Counterparts.** This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by its Board of Directors, has caused this Agreement to be executed by its respective officers and its corporate seal to be hereunto affixed.

Witnesses:

AVENTURA L-1 B CORP.

By: _____
Judith Bory, Vice President

Witnesses:

AVENTURA L-2 A CORP.

By: _____
Judith Bory, Vice President

Witnesses:

AVENTURA L-2 B CORP.

By: _____
Judith Bory, Vice President

Witnesses:

AVENTURA L-2 C CORP.

By: _____
Judith Bory, Vice President

Witnesses:

AVENTURA M-2 CORP.

By: _____
Judith Bory, Vice President

Witnesses:

GEMSTONE INVESTMENT CORP.

By: _____
Judith Bory, Vice President