

Division of Corporations

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K20403

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : ALBERT J. XIQUES, ESQ.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 MAY 23 PM 4:54RECEIVED
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ALAMAGAN CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	13 13
Estimated Charge	\$87.50

Merge
DC 5-24-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

LASALLE VENTURES (BRICKELL), INC., a Florida corporation, P96000016966

INTO

ALAMAGAN CORPORATION, a Florida entity, K20403

File date: May 23, 2001

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2001

ALAMAGAN CORPORATION
501 BRICKELL KEY DRIVE
STE 602
MIAMI, FL - 33131

SUBJECT: ALAMAGAN CORPORATION
REF: K20403

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 current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATE NAME SHOWN ON THE FIRST PAGE, ARTICLES OF MERGER, IS INCORRECT. IT IS STILL SHOWING THE CORPORATE NAME AS Alamagan Corp.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000068080
Letter Number: 301A00031812

May 23, 2001

ALAMAGAN CORPORATION
501 BRICKELL KEY DRIVE
STE 602
MIAMI, FL 33131

SUBJECT: ALAMAGAN CORPORATION
REF: K20403.

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 current name of the entity is as referenced above. Please correct your document accordingly.

The articles of merger were not received.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000068080
Letter Number: 901A00031741



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2001

ALAMAGAN CORPORATION
501 BRICKELL KEY DRIVE
STE 602
MIAMI, FL 33131

SUBJECT: ALAMAGAN CORPORATION
REF: K20403

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 NAME OF THE MERGING CORPORATION IS "LASALLE VENTURES (BRICKELL), INC.". PLEASE CORRECT ON PAGE 1 OF THE ARTICLES OF MERGER. ✓

THE PLAN OF MERGER FOR NON-SUBSIDIARIES DOES NOT NEED TO BE INCLUDED IN THE MERGER. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000068080
Letter Number: 701A00031667

FAX AUDIT NO. H01000068080

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>ALAMAGAN CORPORATION</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>LA SALLE VENTURES (BRICKELL), INC.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

2001 MAY 23 PM 4:54

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 29 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/26/00

~~THE PLAN OF MERGER WAS ADOPTED BY THE BOARD OF DIRECTORS OF THE SURVIVING CORPORATION AND~~
~~XX~~
~~XX~~
~~and shareholder approval was not required.~~

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/26/00

~~THE PLAN OF MERGER WAS ADOPTED BY THE BOARD OF DIRECTORS OF THE MERGING CORPORATION(S) ON~~
~~XX~~
~~XX~~
~~and shareholder approval was not required.~~

This instrument prepared by:
 (Attach additional sheets if necessary) Albert J. Xiques, Esq.
 Rodriguez & Machado, P.A.
 1000 Brickell Ave., Ste. 660
 Miami, Florida 33131

FAX AUDIT NO. H01000068080

Seventh: **SIGNATURES FOR EACH CORPORATION**

FAX AUDIT NO. H01000068080

Name of CorporationSignatureTyped or Printed Name of Individual & TitleLaSalle Ventures
(Brickell), Inc.Rafael Diaz-Balart,
ShareholderLaSalle Ventures
(Brickell), Inc.Gavriel Mairone, Director and
ShareholderLaSalle Ventures
(Brickell), Inc.Bernard Sendlin, Director and
ShareholderAlamagan CorporationGavriel Mairone, DirectorAlamagan CorporationBernard Sendlin, Director

PLAN OF MERGER
(Non Subsidiaries)

FL 61-CFS System Order

FAX AUDIT NO. H01000068080

Received: 5/14/01 2:55PM; ->Konica Fax 0825; #406; Page 3

SENT BY: MAHONEY - TAGLER;

312 346 5843;

MAY-14-01 15:02;

PAGE 3/3

SENT BY: MAHONEY - TAGLER;

312 346 5843;

DEC-20-00 16:42;

PAGE 5

FAX AUDIT NO. H01000068080

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & TitleLaSalle Ventures
(Brickell), Inc.Rafael Diaz-Balart,
ShareholderLaSalle Ventures
(Brickell), Inc.Gavriel Mairone, Director and
ShareholderLaSalle Ventures
(Brickell), Inc.Bernard Sendlin, Director and
ShareholderAlumagan CorporationGavriel Mairone, DirectorAlumagan CorporationBernard Sendlin, Director

FAX AUDIT NO. H01000068080 PLAN OF MERGER (subsidiary corporations)
with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	Jurisdiction
LaSalle Ventures (Brickell), Inc.	Florida

The name and jurisdiction of each subsidiary corporation is

Name	Jurisdiction
Alamagan Corporation	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The following terms shall control the merger of Brickell into Alamagan.
Brickell shall transfer all its assets and liabilities to Alamagan which shall retain all right, title and interest in Alamagan's assets and liabilities.

Alamagan shall cancel its shares held by Brickell prior to the merger, and Alamagan shall reissue such shares in equal amounts to Brickell's shareholders prior to the merger so that after the merger Brickell's shareholders prior to the merger shall own one hundred percent (100%) of Alamagan's stock after the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

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Alamagan shall cancel its shares held by Brickell prior to the merger, and Alamagan shall reissue such shares in equal amounts to Brickell's shareholders prior to the merger so that after the merger Brickell's shareholders prior to the merger shall own one hundred percent (100%) of Alamagan's stock after the merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. N/A

Other provisions relating to the merger are as follows:

See Attached Plan of Merger

FAX AUDIT NO. H01000068080

PLAN OF MERGER OF

**LA SALLE VENTURES (Brickell), INC.,
a Florida Corporation**

Into

**ALAMAGAN CORPORATION
a Florida Corporation**

AGREEMENT and PLAN OF MERGER dated as of December 26, 2000 between **ALAMAGAN CORPORATION** a Florida corporation (hereinafter referred to as "Alamagan"), and **LA SALLE VENTURES (Brickell), INC.**, a Florida corporation (hereinafter referred to as "Brickell").

WHEREAS, Brickell holds one hundred percent (100%) of the outstanding common shares of Alamagan; and

WHEREAS, Gavriel Mairone, Bernard Sendlin and Rafael Diaz-Balart own in equal amounts one hundred percent (100%) of Brickell; and

WHEREAS, the Boards of Directors of Alamagan and Brickell and their shareholders deem it advisable to merge Alamagan and Brickell into Alamagan pursuant to this Agreement and the applicable laws of the State of Florida; and

WHEREAS, the Boards of Directors of Alamagan and Brickell and their shareholders intend to adopt this Agreement as a Plan of Reorganization and to consummate the merger in accordance with the provisions of Section 368 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code").

NOW, THEREFORE, the Boards of Directors of Alamagan and Brickell and their shareholders adopt the following "Articles and Plan of Merger" in accordance with the applicable sections of the Florida Business Corporation Act:

Article 1. The parties hereto agree to effect this Merger.

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Article 2. The parties to these Articles and Plan of Merger are Alamagan and Brickell.

Article 3. The corporation to survive the Merger is Alamagan which shall continue under Alamagan's name.

Article 4. This Merger shall not effect any amendment to the charter of Alamagan, the surviving corporation.

Article 5. Alamagan and Brickell maintain their principal offices in Miami, Florida. Alamagan shall maintain its principal office in Miami, Florida as the surviving corporation after the Merger.

Article 6. The Boards of Directors and shareholders of Alamagan and Brickell duly approved and adopted these Articles and the Plan of Merger by unanimous written consents in lieu of special meetings dated December 26, 2000 in a manner consistent with the Florida Business Corporation Act.

Article 8. The Plan of Merger is as follows:

8.1. The Articles of Incorporation of Alamagan on the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation, and this Merger shall not change or otherwise amend them.

8.2. Alamagan reserves the right and power to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation after the effective date of the Merger in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3. The By-Laws of Alamagan on the effective date of the Merger shall remain the By-Laws of the surviving corporation until alteration, amendment, repeal or adoption of new By-Laws in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of Florida law.

8.4. The Directors of Alamagan immediately prior to the effective date of the Merger shall continue in office until the next Meeting of the Stockholders of Alamagan which shall continue to have two (2) directors who shall be the following persons: Gavriel Mairone and Bernard Sendlin.

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8.8. The effective date of the Merger shall be the date when the Florida Department of State files the Articles of Merger.

8.9. A majority of either Board of Directors of Brickell or Alamagan or a majority in interest of the shareholders of Brickell or Alamagan can vote to abandon this Plan of Merger before its effective date, and thereupon this Plan of Merger shall cease.

8.10. Alamagan shall pay all the expenses of effecting this Plan of Merger.

8.11. Alamagan shall make all entries necessary upon its books upon the effective date of the merger to treat the merger as a pooling of interests for accounting purposes only. Such entries shall include, inter alia, the following adjustments:

(a) Alamagan shall record the assets and liabilities of Brickell at the amounts carried on their respective books immediately prior to the effective date of the merger.

(b) The stated capital of Alamagan after the merger shall include the stated value of all the common stock of Alamagan issued to the former shareholders of Brickell.

(c) The paid-in capital of Alamagan after the merger shall include any paid-in capital of Brickell immediately prior to the merger.

(d) The retained earnings of Alamagan after the merger shall include any retained earnings of Brickell immediately prior to the merger. Unless transferred to stated capital by the issuance of shares or otherwise, the net assets of the corporations available for dividends immediately prior to the merger shall continue to be available for the payment of dividends by Alamagan as the surviving corporation.

8.12 Any shareholder of Brickell who dissents from the merger of Brickell into Alamagan may receive the fair market value of said dissenting shareholder's stock in Brickell upon compliance with applicable provisions of the Florida Business Corporation Act.

Article 9. Alamagan and Brickell may execute any number of counterparts of these

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The following officers of Alamagan immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger until the next Meeting of the Board of Directors of Alamagan:

Gavriel Mairone	President
Rafael Diaz-Balart	Vice President
Bernard Sendlin	Secretary/Treasurer

8.5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>
Alamagan	Common (\$1.00 par value)	5,000
Brickell	Common (\$0 par value)	100,000

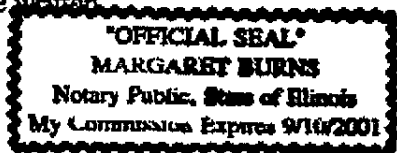
8.6. The following terms shall control the merger of Brickell into Alamagan. Brickell shall transfer all its assets and liabilities to Alamagan which shall retain all right, title and interest in Alamagan's assets and liabilities. Alamagan shall cancel its shares held by Brickell prior to the merger, and Alamagan shall reissue such shares in equal amounts to Brickell's shareholders prior to the merger so that after the merger Brickell's shareholders prior to the merger shall own one hundred percent (100%) of Alamagan's stock after the merger.

8.7. On the effective date of the Merger, the separate existence of Brickell shall cease except to the extent continued by statute, and all its property, rights, privileges and franchises of whatsoever nature and description shall transfer to, vest in, and devolve upon Alamagan as the surviving corporation without further act or deed. Brickell shall make and deliver any confirmatory deeds, assignments or other like instruments deemed desirable by Alamagan to evidence such transfer, vesting or devolution of any property, right, privilege or franchise at any time or from time to time by its last acting officers or by the corresponding officers of the surviving corporation. Upon the effective date of the merger, Alamagan shall be responsible and liable for all the liabilities and obligations of Brickell. The merger of Brickell into Alamagan shall not impair the rights of creditors or any liens upon the properties of Brickell.

FAX AUDIT NO. H01000068080

corporation, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing Articles of Merger in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

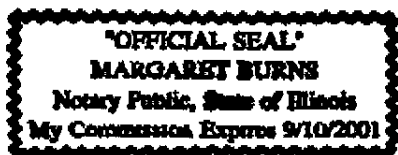


Margaret Burns
Notary Public

STATE OF ILLINOIS)
COUNTY OF COOK)

I, Margaret Burns, a Notary Public, do hereby certify that on the 20th day of December, 2000, personally appeared before me Gavriel Mairone and Bernard Sendlin, who declare they are the President and Secretary of Alamagan Corp., a Florida corporation, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing Articles of Merger in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Margaret Burns
Notary Public

FAX AUDIT NO. H01000068080

Articles and Plan of Merger, and each such counterpart shall constitute an original.

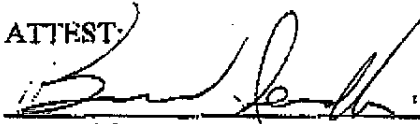
IN WITNESS WHEREOF, pursuant to authority duly given by their respective shareholders and Boards of Directors, Brickell and Alamagan have caused their respective Presidents and Secretaries to execute this Agreement and Plan of Merger and to attach hereto their corporate seals.

LA SALLE VENTURES (Brickell), INC.,
a Florida corporation

By: 

Gavriel Mairone, its President

ATTEST:


Bernard Sendlin, its Secretary

ALAMAGAN CORPORATION
a Florida corporation

By: 

Gavriel Mairone, its President

ATTEST:


Bernard Sendlin, its Secretary

STATE OF ILLINOIS)
COUNTY OF COOK)

I, Margaret Burns, a Notary Public, do hereby certify that on the 20th day of December, 2000, personally appeared before me Gavriel Mairone and Bernard Sendlin who declare they are the President and Secretary of LaSalle Ventures (Brickell), Inc., a Florida