

L00000009073

Florida Department of State
Division of Corporations
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SEE AMENDMENT

MERGER OR SHARE EXCHANGE

SANTA ELENA GROUP, LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2002

SANTA ELENA GROUP, LLC
5131-3 SABLE GARDENS LANE
BOCA RATON, FL 33487

SUBJECT: SANTA ELENA GROUP, LLC
REF: L00000009073

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 either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 245-6094.

Agnes Lunt
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

SANTA ELENA, CORP. A FLORIDA ENTITY

INTO

SANTA ELENA GROUP, LLC, a Florida entity, L00000009073

File date: February 28, 2002

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER
OF
SANTA ELENA GROUP, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)

AND
SANTA ELENA, CORP.
(TERMINATING DOMESTIC CORPORATION)

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Santa Elena Group, LLC c/o Ronald Fieldstone Fieldstone Lester Shear and Denberg 201 Alhambra Circle, Suite 601, Coral Gables, FL 33134 Florida Document/Registration Number: L00000009073	Florida	profit limited liability company FEI Number: 65-1033489

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Santa Elena, Corp. c/o Ronald Fieldstone Fieldstone Lester Shear and Denberg 201 Alhambra Circle, Suite 601, Coral Gables, FL 33134 Florida Document/Registration Number: P99000020418	Florida	profit corporation FEI Number: 65-1038026

THIRD: The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

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FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company 2-25
_____, 2001.

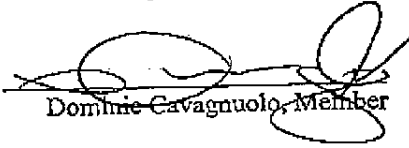
SIXTH: Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on 2-25, 2001, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on 2-25, 2001.

SEVENTH: SIGNATURE(S):

Dated: 2-25, 2001

Santa Elena Group, LLC

By: 
Dominic Cavagnuolo, Member

Santa Elena, Corp.

By: 
Dominic Cavagnuolo, President

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Santa Elena Group, LLC c/o Ronald Fieldstone, Esq. Fieldstone Lester Shear & Denberg 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company

Florida Document/Registration Number: L00000009073 FEI Number: 65-1033489

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Santa Elena, Corp. c/o Ronald Fieldstone, Esq. Fieldstone Lester Shear & Denberg 201 Alhambra Circle, Suite 691 Coral Gables, FL 33134	Florida	profit corporation

Florida Document/Registration Number: P99000020418 FEI Number: 65-1038026

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

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging company shall become the responsibility of the surviving company.

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