

201000001668

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MERGER OR SHARE EXCHANGE

SOUTHERN FACILITIES DEVELOPMENT LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHERN FACILITIES DEVELOPMENT, INC. A FLORIDA ENTITY

INTO

SOUTHERN FACILITIES DEVELOPMENT LLC, a Florida entity,
L01000001668

File date: February 2, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2001

SOUTHERN FACILITIES DEVELOPMENT LLC
2901 SW 8TH STREET
SUITE 204
MIAMI, FL 33131

SUBJECT: SOUTHERN FACILITIES DEVELOPMENT LLC
REF: L01000001668

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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 term "surviving corporation" must be deleted from the plan of 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) 487-6094.

Agnes Lunt
Document Specialist

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

FAX AUDIT NO.: H01000013248

**ARTICLES OF MERGER
FOR
SOUTHERN FACILITIES DEVELOPMENT LLC
AND
SOUTHERN FACILITIES DEVELOPMENT, INC.**

pg 8-13666

Pursuant to Sections 607.1109 and 608.4382 of the Florida Statutes, **SOUTHERN FACILITIES DEVELOPMENT, INC.** ("SFD INC."), a Florida corporation, and **SOUTHERN FACILITIES DEVELOPMENT LLC** ("SFD LLC"), a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of merging SFD INC. with and into SFD LLC:

I.

PLAN OF MERGER

Merger: The names of each entity planning to merge, are as follows: Southern Facilities Development INC. and Southern Facilities Development LLC. The name of the surviving entity into which each of the other entity plan to merge, which is hereinafter designated as the "Surviving Limited Liability Company," is as follows: Southern Facilities Development LLC.

Terms and Conditions of Merger. Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, SFD INC. shall be merged with and into SFD LLC. The separate corporate existence of SFD INC. shall cease and SFD LLC shall be the surviving entity (the "Surviving Entity") which shall continue as

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
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Telephone: (305) 376-6040
Florida Bar No.: 710430

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JACKSONVILLE, FLORIDA

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a limited liability company under the laws of the State of Florida. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of SFD INC. and shall be responsible and liable for all the liabilities and obligations of SFD INC., none of which shall be impaired by the merger.

Conversion of Shares. Upon and as of the Effective Date, the shares of common stock of SFD INC. issued and outstanding on such date shall cease to be outstanding and each such share shall be converted into and shall become one unit of interest in the Surviving Entity. Promptly after the Effective Date, the management of the Surviving Entity shall cause to be issued to the shareholders of SFD INC. certificates for the units of the Surviving Entity.

Managers. As aforesaid, SFD LLC, a Florida limited liability company, is to be the Surviving Entity. Management thereof shall be vested in a manager or managers who shall be elected annually by the members of the Surviving Entity in the manner prescribed by and provided in the regulations of the Surviving Entity. The name and business address of the managers who are to serve until the next succeeding annual meeting of members, or until their successors are elected and qualified, are:

Jose R. Boschetti
2901 SW 8th Street, Suite 204
Miami, FL 33135

Charles R. Abele, Jr.
2901 SW 8th Street, Suite 204
Miami, FL 33135

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II.

APPROVAL

The Plan of Merger and these Articles of Merger were recommended to the shareholders of SFD INC. for adoption by unanimous written consent of the directors of such corporation and were adopted by unanimous written consent of the shareholders of SFD INC. Likewise, the Plan of Merger and these Articles of Merger were adopted by unanimous consent of the members of SFD LLC.

III.

EFFECTIVE DATE

Effective Date of Merger. The merger contemplated herein is intended to be effective on the filing date of the Articles of Merger with the Florida Department of State.

[Signature Pages Follow]

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IN WITNESS WHEREOF, the above and foregoing Articles of Merger
were executed as of the 31st day of January, 200[1], intending them to be
effective as of 31st day of January, 200[1].

SOUTHERN FACILITIES
DEVELOPMENT INC.,
a Florida corporation

By: 

José Boschetti, President

SOUTHERN FACILITIES
DEVELOPMENT LLC.,
a Florida limited liability company

By: 

Charles R. Abelé, Jr., Manager

By: 

José R. Boschetti, Manager

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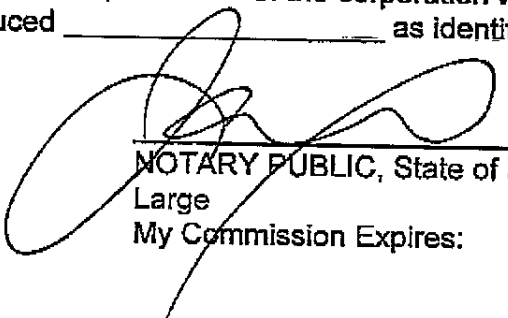
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of January, 2001, by Jose Boschetti, as President of **SOUTHERN FACILITIES DEVELOPMENT, INC.**, a Florida corporation, on behalf of the corporation who is personally known to me or has produced _____ as identification.



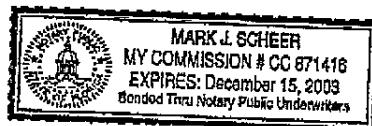
NOTARY PUBLIC, State of Florida at
Large
My Commission Expires:

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31 day of January, 2001, by Charles R. Abele, Jr., and Jose Boschetti as Managers of **SOUTHERN FACILITIES DEVELOPMENT LLC**, a Florida limited liability company, on behalf of the Company, who are personally known to me or have produced _____ as identification.



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My Commission Expires:



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