

L-01000002554

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August 22, 2000

Division of Corporations  
PO Box 6327  
409 E. Gaines St.  
Tallahassee, FL 32314

100004739141--1  
-12/26/01--01071--018  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

Re: Articles of Merger: La Mia Casa A Cape Haze, LLC  
Siberia Investment Company, LLC

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Merger and Plan of Merger for the above-named. In addition, a check in the sum of \$50 is enclosed for this filing.

Please file the original of the enclosed and return a copy to the undersigned.

Jeffery Roberts  
4000 WestChase Blvd., Suite 410  
Raleigh, NC 27607

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DIVISION OF CORPORATIONS  
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Respectfully submitted,  
*Jeffery G. Roberts*  
Jeffery Roberts

lep

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LA MIA CASA A CAPE HAZE, LLC a Florida entity L01000002554

INTO

**SIBERIA INVESTMENT COMPANY, LLC**, entity not qualified in Florida.

File date: December 26, 2001

Corporate Specialist: Lee Rivers

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with FS §§607.1109, 608.4382, and 620.203.

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

1. Name and Street Address: La Mia Casa A Cape Haze, LLC  
5795 W. Irlo Bronson Memorial Highway  
Kissimmee, FL 34646
2. Entity Type: Limited Liability Company
3. FL Doc./Reg. Number: L01000002554
4. FEI Number: None
5. Jurisdiction: Florida

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

1. Name and Street Address: Siberia Investment Company, LLC  
3900 Paradise Road, Suite U  
Las Vegas, NV 89109
2. Entity Type: Limited Liability Company
3. FEI Number: Applied For
4. Jurisdiction: Delaware

**THIRD:** The attached Plan of Merger meets the requirements of FS §608.438, and was approved by each limited liability company that is a party to the merger, in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of Delaware.

**FIFTH:** The surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of each domestic limited liability company that is a party to the merger.

**SIXTH:** The surviving entity agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under FS §608.4384.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to FS §608.4381(2).

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of the date the articles of merger are filed with Florida Department of State.

**TENTH:** The articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH:** Signatures for each party:

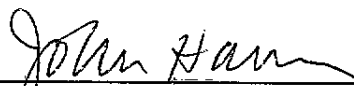
Dated the 6<sup>th</sup> day of December, 2001

LA MIA CASA A CAPE HAZE, LLC



Robert L. Underwood, Member

SIBERIA INVESTMENT  
COMPANY, LLC



John Hansen, Member

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with FS §608.4381, is being submitted in accordance with FS §608.438.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

LA MIA CASA A CAPE HAZE, LLC                      FLORIDA

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

SIBERIA INVESTMENT COMPANY, LLC              DELAWARE

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

Upon the merger becoming effective, the existence of the Merging Limited Liability Company will cease, and the existence of the Surviving Limited Liability Company will continue and will be governed by the laws of the State of Delaware. The time when the merger becomes effective is hereinafter referred to as the "Effective Time".

**FOURTH:** At the Effective Time, the outstanding interests of the limited liability companies participating in the merger will be converted and exchanged as follows:

1. Surviving Limited Liability Company. The outstanding interests of the Surviving Limited Liability Company will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as interests of the Surviving Limited Liability Company.
2. Merging Limited Liability Company. Each outstanding interest of the Merging Limited Liability Company will, without further action, become an interest of the Surviving Limited Liability, such that each interest of the Merging Limited Liability Company shall become one interest of the Surviving Limited Liability Company. Each limited liability company has the exact same number of outstanding interests.

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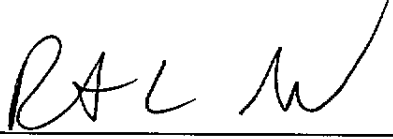
**FIFTH:** The name and address of the Manager of the surviving limited liability company is:

John Hansen  
451 Jackson Street  
San Francisco, CA 94111

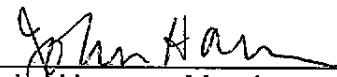
**SIXTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: None.

Dated the 6<sup>th</sup> day of December, 2001

LA MIA CASA A CAPE HAZE, LLC

  
Robert L. Underwood, Member

SIBERIA INVESTMENT  
COMPANY, LLC

  
John Hansen, Member

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