

Division of Corporations

Page 1 of 2

L01000013117

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**ABC PROPERTIES, LLC**

Certificate of Status	1
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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

ABC PROPERTIES A FLORIDA ENTITY

INTO

ABC PROPERTIES, LLC, a Florida entity, L01000013111

File date: August 27, 2001

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

THE FOLLOWING ARTICLES OF MERGER ARE BEING SUBMITTED IN ACCORDANCE WITH SECTION(S) 607.1109, 608.4382, AND/OR 620.203, FLORIDA STATUTES.

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

Name and Street Address	Jurisdiction	Entity Type
ABC PROPERTIES 9475 Journey's End Road Coral Gables, FL 33156 Florida Document/Registration Number: G98175000187 FEI Number: 59-2450916	Florida	General Partnership

Name and Street Address	Jurisdiction	Entity Type
ABC PROPERTIES, LLC 9475 Journey's End Road Coral Gables, FL 33156 Florida Document/Registration Number: L01000013111 FEI Number: None	Florida	Limited Liability Company

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

Name and Street Address	Jurisdiction	Entity Type
ABC PROPERTIES, LLC 9475 Journey's End Road Coral Gables, FL 33156 Florida Document/Registration Number: L01000013111 FEI Number: 59-2450916	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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: Signature(s) For Each Party:

Name of Entity

Signature

Name of Individual

ABC Properties

Alberto Guerra
Partner

ABC Properties

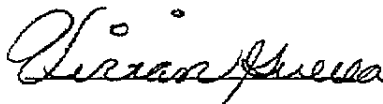
Armando J. Guerra
Partner

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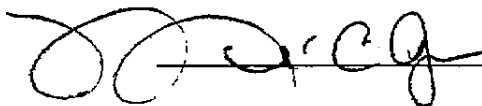
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ABC Properties



Vivian Guerra
Partner

ABC Properties



Maria C. Guerra
Partner

Name of Entity

Signature

Name of Individual

ABC Properties, LLC



Alberto Guerra
Authorized Representative

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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 SECTION(S) 607.1107, 617.1103, 608.4381, AND/OR 620.202, IS BEING SUBMITTED IN ACCORDANCE WITH SECTION(S) 607.1108, 608.438, AND/OR 620.201, FLORIDA STATUTES.

FIRST: The exact name and Jurisdiction of each merging party are:

Name	Jurisdiction
ABC PROPERTIES 9475 Journey's End Road Coral Gables, FL 33156	Florida

Name	Jurisdiction
ABC PROPERTIES, LLC 9475 Journey's End Road Coral Gables, FL 33156	Florida

SECOND: The exact name and Jurisdiction of the surviving party are:

Name	Jurisdiction
ABC PROPERTIES, LLC 9475 Journey's End Road Coral Gables, FL 33156	Florida

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

THE MERGER.

1.1 Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, at the Effective Time, ABC Properties shall be merged with and into ABC Properties, LLC. (hereafter "**Company**"), the separate existence of ABC Properties shall cease, and Company shall continue as the surviving entity of the merger (the "**Surviving Entity**").

1.2 **Effective Time.** Company and ABC Properties will file articles of merger, in such appropriate form as determined by the parties, with the Secretary of State of the State of Florida in accordance with the relevant provisions of Florida Law (the "**Plan of Merger**") (the time of such filing as specified in the Articles of Merger being the "**Effective Time**").

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1.3 Effect of The Merger. At the Effective Time, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of Florida Law. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Entity shall possess all the property, rights, privileges, powers and franchises of Company and ABC Properties, and shall be subject to all debts, liabilities and duties of Company and ABC Properties.

1.4 Articles of Organization; Regulations. (a) At the Effective Time, the Articles of Organization of ABC Properties, LLC., as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law. (b) At the Effective Time, the Regulations, as in effect immediately prior to the Effective Time, shall be the Regulations of the Surviving Entity until thereafter amended.

1.5 Managers And Officers. The initial managers of the Surviving Entity shall be the managers of ABC Properties, LLC. immediately prior to the Effective Time, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Entity shall be the officers of Company immediately prior to the Effective Time, until their respective successors are duly appointed.

1.6 Effect on Membership Interests. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, by virtue of the merger and without any action on the part of ABC Properties, Company or the holders of any of the following interests:

(a) Conversion of ABC Properties Interests. Each percentage interest of ABC Properties ("ABC Properties Units") issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and automatically converted to one validly issued, fully paid and nonassessable percentage membership unit of the Surviving Entity.

(b) Both parties to the merger certify that no party has a right to acquire additional interests in either entity at this time.

1.7 Taking of Necessary Action; Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this merger to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Company and ABC Properties, the officers, members and managers of Company and ABC Properties will take all such lawful and necessary action.

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FORTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Name:

Alberto Guerra

Address:

9475 Journey's End Road
Coral Gables, FL 33156

Name:

Armando J. Guerra

Address:

9475 Journey's End Road
Coral Gables, FL 33156

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