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PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on May 16, 2003, by **ENGINEERING CONTRACTORS B.G.R. INC.**, a Florida Corporation, and **BGR DEVELOPMENT II, LLC**, a Florida Limited Liability, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of **ENGINEERING CONTRACTORS B.G.R., INC.**, a Florida Corporation, and the Members of **BGR DEVELOPMENT II, LLC** deem it advisable that **ENGINEERING CONTRACTORS B.G.R., INC.**, a Florida Corporation (the "Disappearing Corporation") be merged into **BGR DEVELOPMENT II, LLC**, a Florida Limited Liability (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefore pursuant to Section(s) 607.1107, 617.1103, 608.4381, and or 620.202 statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

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PARAGRAPH I

Agreement to merge. The Constituent Entities hereby agree that the Disappearing Corporation shall be merged into the Surviving Entity. The exact name and jurisdiction of each merging party and the surviving party is as follows:

Name: **ENGINEERING CONTRACTORS B.G.R., INC (Disappearing Corporation)**
Jurisdiction: State of Florida

Name: **BGR DEVELOPMENT II, LLC (Surviving Entity)**
Jurisdiction: State of Florida

PARAGRAPH II

Place of office of surviving entity. The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Miami, County of Miami Dade.

PARAGRAPH III

Purpose of surviving entity. The purpose of the Surviving Entity is to engage in any lawful act or activity for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida

PARAGRAPH IV

Interests in surviving entity. The present number of shares which the Disappearing

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Corporation is authorized to issue is fifty (50) shares having an individual par value of \$10.00 each, of which fifty (50) shares are now issued and outstanding.

The present number of ownership units which the Surviving Entity is authorized to have outstanding is one hundred (100), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one hundred (100) ownership units outstanding.

PARAGRAPH V

Name and resident agent. Oscar Grisales-Racini, Esquire, of 12550 Biscayne Boulevard, Suite 405, North Miami, Florida 33181, Miami Dade County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said Surviving Entity is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

PARAGRAPH VI

Mode of effecting merger. The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Corporation into ownership units of the Surviving Entity, shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Entity during the period beginning on June 1, 2003 and ending June 15, 2003. Upon surrender to the Surviving Entity of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable ownership units of the Surviving Entity, in the ratio of two (2) ownership units of the Surviving Entity received for each such share of the Disappearing Corporation, (the exchange ratio) being a total issue of fifty (50) ownership units of the Surviving Entity for the entire fifty (50) shares now issued and outstanding of the Disappearing Corporation; provided, however, that if any holder of shares of the Disappearing Corporation shall be entitled, pursuant to the preceding provisions of this sentence, to a fractional unit of the Surviving Entity, then such fractional unit shall not be issued to such holder if such fraction is less than one-half (1/2), and if such fractional unit is one-half (1/2) or more, such holder shall be entitled to one whole unit in lieu of such fractional unit.

PARAGRAPH VII

Reporting of assets at book value in accounts of surviving entity; pooling of interests. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated

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capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

PARAGRAPH VIII

Articles of organization. There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

PARAGRAPH IX

Operating agreement. The Operating Agreement of BGR DEVELOPMENT II, LLC shall be the Operating Agreement of the Surviving Entity.

PARAGRAPH X

Effective date of plan. This Plan shall become effective on the later of: (A) May 16, 2003; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

PARAGRAPH XI

Right to abandon merger. The Board of Directors of the Disappearing Corporation and the Members of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

PARAGRAPH XII

Information of manager(s) of the Surviving Entity: The name and address of the manager/s is as follows:

Name: Cesar Baron Gallardo
Address: 4647 NW 111 Court, Miami, Florida 33178

Name: Lina Baron Ramirez
Address: 4647 NW 111 Court, Miami, Florida 33178

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by the Board of Directors and shareholders of the Disappearing Corporation and by the Members of the Surviving Entity.

Disappearing Corporation
ENGINEERING CONTRACTORS B.G.R, INC.

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By: *Cesar*
Cesar Baron Gallardo, President

And: _____
By: *Cesar*
Cesar Baron Gallardo, Secretary

Surviving Entity
BGR DEVELOPMENT II, LLC

By: *Cesar*
Cesar Baron Gallardo, Manager

And: *Lina*
Lina Baron Ramirez, Manager

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EXHIBIT A

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 Statute.

PARAGRAPH I

Name and jurisdiction. 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>
1. Engineering Contractors B.G.R, Inc, 3000 NW 109 th Avenue, 2 nd PL #200 Miami, Florida 33172	State of Florida	Corporation
Florida Document/Registration Number: P00000020420 FEI Number: 65-0985512		
2. BGR Development II, LLC 4647 NW 111 Court Doral Meadows, Florida 33178	State of Florida	Limited Liability
Florida Document/Registration Number: L01000014461 FEI Number: 02-0550657		

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PARAGRAH II

Name and jurisdiction of Surviving Entity. The exact name, street address of its principal office, jurisdiction, and entity type for each Surviving Entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. BGR Development II, LLC 4647 NW 111 Court Doral Meadows, Florida 33178	State of Florida	Limited Liability
Florida Document/Registration Number: L01000014461 FEI Number: 02-0550657		

PARAGRAPH III

Plan of merger. 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 and executed by both of the merging entities according with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

PARAGRAPH IV

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), 608.438(2), and/or 620.202(3), Florida Statutes.

PARAGRAPH V

The merger is permitted under the respective laws of the applicable jurisdiction 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.

PARAGRAPH VI

Effective date. The merger shall be effective upon the later of May 16, 2003, or the effective date of the filing of these Articles of Merger with the Florida Secretary of State.

PARAGRAPH VII

Place of business. The Plan of Merger is on file at the principal place of business of the surviving entity, located at 4647 NW 111 Court, Doral Meadows, Florida 33178, Miami Dade County, State of Florida.

PARAGRAPH VIII

Copy of plan of merger. A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any person holding an interest in either of the merging entities.

IN WITNESS WHEREOF, we have hereunto subscribed our names on May 16 2003.

ENGINEERING CONTRACTORS B.G.R., INC.

By: 
Cesar Baron, President

BGR DEVELOPMENT II, LLC

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By: *Cesar Baron*
Cesar Baron, Manager

By: *Lina Baron*
Lina Baron, Manager

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