

01000018437

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Cabl Turnberry Aventura Offices, LP

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P.02



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

FILED  
APR 19 2005  
TALLAHASSEE, FLA

April 21, 2005

CABI AVENTURA OFFICES, LLC  
19950 W. COUNTRY CLUB DR.  
SUITE 900  
AVENTURA, FL 33160

SUBJECT: CABI AVENTURA OFFICES, LLC  
REF: L01000018437

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APR 19 10 52

## 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Cabi Aventura Offices, LLC</u>	<u>Florida</u>	<u>Limited Liability</u>
<u>20803 Biscayne Blvd</u>		<u>Company</u>
<u>Suite 405</u>		
<u>Miami, FL 33180</u>		
Florida Document/Registration Number: <u>601000018437</u>		FBI Number: <u>651155179</u>
2. _____	_____	_____
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Florida Document/Registration Number: _____		FBI Number: _____
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_____		
Florida Document/Registration Number: _____		FBI Number: _____

(Attach additional sheet(s) if necessary)

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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: 10:53

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Cabi Turnberry Aventura Offices, LP</u>	<u>Delaware</u>	<u>limited partnership</u>
<u>19501 Biscayne Blvd., Ste. 400</u>		
<u>Aventura, FL 33160</u>		

Florida Document/Registration Number: N/A

FRI Number: 20-2644079

**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.

**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.





**PLAN OF MERGER**

FILED

APR 19 10:53

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 as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cabi Aventura Offices, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Cabi Turnberry Aventura Offices, LP	Delaware

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

The participating parties, Cabi Aventura Offices, LLC ("Cabi LLC") and Cabi Turnberry Aventura Offices, LP shall pursuant to the provisions of the Florida Limited Liability Company Act and the Delaware Limited Partnership Act, be merged with and into a single limited partnership, Cabi Turnberry Aventura Offices, LP which shall be the surviving limited partnership ("Survivor") upon the effective date of the merger and which shall continue to exist as said surviving limited partnership under its present name pursuant to the provisions of the laws of the jurisdiction of its formation. The separate existence of Cabi LLC, the terminating party, shall cease upon the effective date of the merger in accordance with the Florida Limited Liability Company Act.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Cabi Holdings, Inc., a Florida corporation, ("Cabi Holdings") is the sole member of Cabi LLC and holds 100% of the member interests in Cabi LLC, and such interests shall be converted to the limited partner interests of Limited Partner B-2, as defined and more fully described in that certain Limited Partnership Agreement of Cabi Turnberry Aventura Offices, LP, dated as of April 19, 2005 (the "Partnership Agreement"). The interests of Cabi Holdings, as Limited Partner B-2, shall include the rights and benefits granted pursuant to the Partnership Agreement, including but not limited to the right to receive the distributions pursuant to Section 1.7 of the Partnership Agreement.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

**Name(s) and Address(es) of General Partner(s)**

Turnberry Cabi Aventura, LLC  
19501 Biscayne Blvd., Ste. 400  
Aventura, FL 33180

**If General Partner is a Non-Individual,**

**Florida Document/Registration Number**

L05000034148



SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: 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:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*