

Division of Corporations

**W02000009074**

## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

TUNDRA ASSOCIATES, LLC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TUNDRA ASSOCIATES, INC., P93000070183, a Florida Corporation

,

INTO

**TUNDRA ASSOCIATES, LLC**, a Florida entity, L02000009074

File date: April 17, 2002

Corporate Specialist: Michelle Hodges

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**ARTICLES OF MERGER**  
**OF**  
**TUNDRA ASSOCIATES, LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**  
**AND**  
**TUNDRA ASSOCIATES, INC.**  
**(TERMINATING DOMESTIC CORPORATION)**

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tundra Associates, LLC 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company

Florida Document/Registration Number: L02000009074

FEI Number: 65-0454863

**SECOND:** 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>
Tundra Associates, Inc. 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit corporation

Florida Document/Registration Number: P93000070183

FEI Number: 65-0454863

**THIRD:** The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

**FOURTH:** The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Merger by the Surviving Company:

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The Plan of Merger was adopted by the members of the surviving company April  
17, 2002.

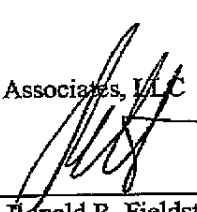
**SIXTH:** Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on April 17, 2002, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on April 17, 2002.

**SEVENTH:** SIGNATURE(S):

Dated: April 17, 2002.

Tundra Associates, LLC

By:   
Ronald R. Fieldstone, Member

Tundra Associates, Inc.

By:   
Ronald R. Fieldstone, President

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## PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

**FIRST:** The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tundra Associates, LLC 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L02000009074		FEI Number: 65-0454863

**SECOND:** The name, address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tundra Associates, Inc. 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit corporation
Florida Document/Registration Number: P93000070183		FEI Number: 65-0454863

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

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging company shall become the responsibility of the surviving company.

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✓ **FOURTH:** The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

**FIFTH:** The names and addresses of the manager(s) of the surviving company are as follows:

Ronald R. Fieldstone  
201 Alhambra Circle, Suite 601  
Coral Gables, FL 33134

Dated: April 17, 2002.

Tundra Associates, LLC

By: 

Ronald R. Fieldstone, Member

Tundra Associates, Inc.

By: 

Ronald R. Fieldstone, President

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