

MAR-26-03 WED 08:19 PM

FAX NO

P. 01

Division Corporations

Page 1 of 2

LO2000011399



Florida Department of State

Division of Corporations

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3/27 Merger

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From:

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MERGER OR SHARE EXCHANGE

CENTURY HOMEBUILDERS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$122.50

85.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTURY INVESTMENT GROUP, LLC, a Florida Limited Liability Company,
L00000014012

,

INTO

CENTURY HOMEBUILDERS, LLC, a Florida entity, L02000011399

File date: March 27, 2003

Corporate Specialist: Michelle Hodges

MAR-26-03 WED 06:19 PM
MAR 16 03 WED 04:20 PM

FAX NO.
FAX NO.

P. 02
P. 02/13

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. Century Investment Group, LLC 7270 NW 12 Street, Suite 410 Miami, Florida 33126	Florida	Limited Liability Comp.
Florida Document/Registration Number: L00000014012		FBI Number: N/A
2.		
Florida Document/Registration Number:		FBI Number:
3.		
Florida Document/Registration Number:		FBI Number:
4.		
Florida Document/Registration Number:		FBI Number:

(Attach additional sheet(s) if necessary)

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MAR-28-03 WED 06:20 PM
MAR 19 03 WED 04:20 PM

FAX NO.
FAX NO.

P. 03
P. 03/13

SECOND: 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>
Century Homebuilders, LLC	Florida	Limited Liability Comp.
7270 NW 12 Street, Suite 410		
Miami, Florida 33126		

Florida Document/Registration Number: L02000011399

FBI Number: 320022668

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.

MAR-28-03 WED 06:20 PM
MAR 18-03 WED 04:20 PM

FAX NO.
FAX NO.

P. 04
P. 04/13

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____

Typed or Printed Name of Individual _____

Century Homebuilders, LLC

Sergio Pino, President of Century
Enterprises Group, Inc., gen. partner of
Century Partners Group, Ltd., sole
member of Century Homebuilders, LLC

Century Investment Group, LLC

Sergio Pino, President of Century
Enterprises Group, Inc., gen. partner of
Century Partners Group, Ltd., sole
member of Century Homebuilders, LLC

(Attach additional sheet(s) if necessary)

MAR-28-03 WED 06:20 PM
MAR 18 03 WED 04:20 PM

FAX NO.
FAX NO.

P. 05
P. 06/13

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 as follows:

<u>Name</u>	<u>Jurisdiction</u>
Century Investment Group, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Century Homebuilders, LLC	Florida

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

Century Investment Group, LLC, a Florida limited liability company ("CIG") shall merge with and into Century Homebuilders, LLC, a Florida limited liability company ("CHB"). CIG and CHB are both owned by the same parent company. The merger will effect a consolidation of two affiliated companies.

The Articles of Organization of the CHB, the surviving entity, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Organization of CHB. Likewise, the Operating Agreement of CHB, the surviving entity, as in effect immediately prior to the effective date of the merger, shall remain the Operating Agreement of CHB.

The manager(s) of CHB, the surviving entity, immediately prior to the effective date of the merger shall remain the manager(s) of CHB.

Upon consummation of the merger, CHB shall succeed, without other transfer, to all the rights and property of CIG and shall be subject to all the debts, liabilities, and obligations of CIG in the same manner as if incurred by CHB. Furthermore, all rights of creditors and all liens and trust upon or arising from the property of CHB and CIG shall be unimpaired, provided that the liens and trust obligations upon property of CIG shall be limited to the property affected thereby immediately prior to the time the merger is effective.

(Attach additional sheet(s) if necessary)

MAR-26-03 WED 06:20 PM
MAR 19 03 WED 04:21 PM

FAX NO.
FAX NO.

P. 06
P. 07/13

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:

Each membership unit or interest in CIG shall be converted into a membership unit or interest in CHB. Each membership unit in CHB shall remain a membership in CHB.

- 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)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number
N/A

MAR-28-03 WED 06:21 PM
MAR 18-03 WED 04:21 PM

FAX NO.
FAX NO.

P. 07
P. 08/13

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:

- | | | |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 1. Sergio Pino
7270 NW 12 Street, Suite 410
Miami, Florida 33126 | 3. Jose Cancela
7270 NW 12 Street, Suite 410
Miami, Florida 33126 | 5. Humberto Lorenzo
7270 NW 12 Street, Suite 410
Miami, Florida 33126 |
| 2. Armando Guerra
7270 NW 12 Street, Suite 410
Miami, Florida 33126 | 4. Carlos Garcia
7270 NW 12 Street, Suite 410
Miami, Florida 33126 | 6. Gabriel M. Bustamante
7270 NW 12 Street, Suite 410
Miami, Florida 33126 |

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)