

L02000024238  
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## Florida Department of State

Division of Corporations

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## To:

Division of Corporations  
Fax Number : (850)205-0380

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 07245003255  
Phone : (305)634-3694  
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AL

## MERGER OR SHARE EXCHANGE

SALZEDO 1 REALTY, LLC

Certificate of Status	0
Certified Copy	1
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850-205-0381

11/17/2004 10:00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 17, 2004

SALZEDO 1 REALTY, LLC  
323 NAVARRE AVE. UNIT #108  
CORAL GABLES, FL 33134

SUBJECT: SALZEDO 1 REALTY, LLC  
REF: L02000024238

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H04000224251  
Letter Number: 604A00065391

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NOV 17 2004  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

⑦

## 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>Salzedo 1 Realty, L.L.C.</u>	<u>Miami-Dade County</u>	<u>limited liability company</u>
<u>323 Navarre Avenue, Unit 108</u>	<u>Florida</u>	
<u>Coral Gables, FL 33134</u>		

Florida Document/Registration Number: L02000024238      FEI Number: 900081619

2. <u>Salzedo 2 Realty, L.L.C.</u>	<u>Miami-Dade County</u>	<u>limited liability company</u>
<u>323 Navarre Avenue, Unit 108</u>	<u>Florida</u>	
<u>Coral Gables, FL 33134</u>		

Florida Document/Registration Number: L02000024230      FEI Number: 470915480

3. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_      FEI Number: \_\_\_\_\_

4. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_      FEI 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Salzedo 1 Realty, L.L.C.	Miami-Dade County	Limited liability company
323 Navarre Avenue, Unit 108	Florida	
Coral Gables, Florida 33134		

Florida Document/Registration Number: LO2000024238      FEI Number: 900081619

**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.

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**OR**

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## PLAN OF MERGER

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COUNTY CLERK  
MIAMI-DADE COUNTY, FLORIDA

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>
Salzedo 2 Realty, L.L.C.	Miami-Dade County, Florida
Salzedo 1 Realty, L.L.C.	Miami-Dade County, Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Salzedo 1 Realty, L.L.C.	Miami-Dade County, Florida

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

The board of directors and shareholders of Salzedo 1 Realty, L.L.C. and Salzedo 2 Realty, L.L.C. have determined that it is advisable and in the best interest of each such limited liability company and its respective shareholders that Salzedo 2 Realty, L.L.C. be merged with and into Salzedo 1 Realty, L.L.C.

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

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**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:

At the effective time, each share of common stock of Salzedo 2 Realty, L.L.C. issued and outstanding immediately prior to the effective time, shall be automatically converted into one share of Salzedo 1 Realty, L.L.C. Common Stock which shall be the only outstanding common stock of the surviving limited liability company immediately following the effective time.

At the effective time, all property, rights, privileges, powers and franchises of Salzedo 2 Realty, L.L.C. shall vest in the surviving entity and all liabilities and obligations of Salzedo 2 Realty, L.L.C. shall become liabilities and obligations of the surviving entity, Salzedo 1 Realty, L.L.C.

As used in this Agreement, the term "Effective Time" shall mean date and time of\*

- 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:

*(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)

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

\*of filing of Articles of Merger with the Secretary of State of Florida.

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**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:

Pedro Villar

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COUNTY OF FLORIDA

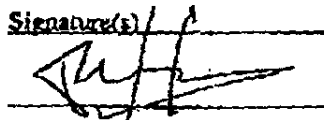
**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

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

Name of Entity

Salzedo 1 Realty, L.L.C.

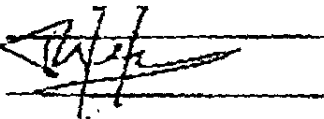
Signature(s)



Typed or Printed Name of Individual

Pedro Villar

Salzedo 2 Realty, L.L.C.



Pedro Villar

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NINTH:

Name and Address of Managers of merging entity and surviving entity:

<u>Name of Entity</u>	<u>Manager</u>	<u>Address</u>
Salzedo 1 Realty, LLC	Olga Villar	235 Altara Avenue Coral Gables, Florida 33146
	Pedro Villar	235 Altara Avenue Coral Gables, Florida 33146
Salzedo 2 Realty, LLC	Olga Villar	235 Altara Avenue Coral Gables, Florida 33146
	Pedro Villar	235 Altara Avenue Coral Gables, Florida 33146

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STATE  
OF FLORIDA