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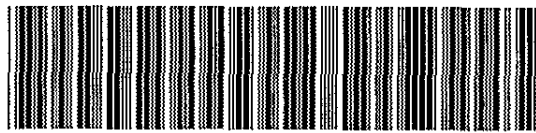
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**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

February 4, 2003

Department of State
Division of Corporations, Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **EDGE VENTURES, INC.**
1546 N.E. MIAMI PLACE, LLC

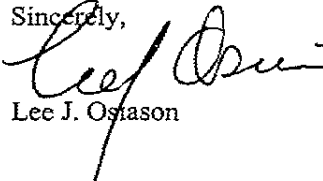
Dear Sir or Madam:

I am enclosing herewith Articles of Merger of Edge Ventures, Inc. and 1546 N.E. Miami Place, LLC, with 1546 N.E. Miami Place, LLC as the surviving entity. I have also enclosed a check payable to the Florida Secretary of State for the stated filing fees:

Articles of Merger:	
Filing fees (Corporation & LLC)	\$ 60.00
Certified copy (LLC survives)	\$ 30.00
Total	\$ 90.00

If you should have any questions please call me at my direct line (305) 357-1001 or cell phone 978-7980.

Sincerely,



Lee J. Ostason

ARTICLES OF MERGER
Merger Sheet

MERGING:

EDGE VENTURES, INC., P93000050509, A Florida Corporation

INTO

1546 N.E. MIAMI PLACE, LLC, a Florida entity, L02000026031

File date: February 10, 2003

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER OF
EDGE VENTURES, INC. and 1546 N.E. MIAMI PLACE, LLC**

Pursuant to 607.1109 of the Florida Business Corporation Act ("Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act") **EDGE VENTURES, INC.** and **1546 N.E. MIAMI PLACE, LLC**, a Florida corporation and Florida limited liability company, respectively, adopt this Articles of Merger.

1. The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

A. EDGE VENTURES, INC., a Florida corporation
37 N.E. 15th Street, Miami, FL 33132
Florida Document/Registration Number: P93000050509
FEI Number: 650428959

B. 1546 N.E. MIAMI PLACE, LLC, a Florida limited liability company
37 N.E. 15th Street, Miami, FL 33132
Florida Document/Registration Number: L02000026031
FEI Number: _____

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

1546 N.E. MIAMI PLACE, LLC, a Florida limited liability company
37 N.E. 15th Street, Miami, FL 33132
Florida Document/Registration Number: L02000026031
FEI Number: _____

3. The Agreement and Plan of Merger dated December 23, 2002 ("Plan of Merger"), between **EDGE VENTURES, INC.** and **1546 N.E. MIAMI PLACE, LLC** was on December 23, 2002 approved and adopted unanimously by the Board of Directors and Shareholders of **EDGE VENTURES, INC.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. The Agreement and Plan of Merger dated December 23, 2002 ("Plan of Merger"), between **EDGE VENTURES, INC.** and **1546 N.E. MIAMI PLACE, LLC** was on December 23, 2002 approved and adopted by the sole member/manager of **1546 N.E. MIAMI PLACE, LLC** in accordance with 608.4381(1) the LLC Act.

5. The Plan of Merger is attached as Exhibit A and incorporated by reference herein.

6. The merger is permitted under the Florida law and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

7. Pursuant to s. 608.4382(1)(f) of the LLC Act, the date and time of the effectiveness of the Merger shall be the date of filing of these Articles of Merger with the Secretary of State of Florida.

8. The Articles of Merger comply and were executed in accordance with Florida law.

In witness whereof the parties have set their hands this 23 day of December, 2002.

EDGE VENTURES, INC.

By: 
SANDRA M. ALEMAN, PRESIDENT

**1546 N.E. MIAMI PLACE, LLC
BY ITS MEMBER, EDGE HOLDINGS,
LLC:**

By: 
SANDRA M. ALEMAN, MEMBER

By: 
CINDY R. MINDLIN, MEMBER

Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan" or "Plan of Merger") dated December 23, 2002 by and among **EDGE VENTURES, INC.** and **1546 N.E. MIAMI PLACE, LLC** (referred to collectively as the "Parties"), a Florida corporation and limited liability company respectively. This Plan of Merger was adopted and approved by the Parties in accordance with 607.1107 of the Florida Business Corporation Act (the "Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act"), and is being submitted in accordance with 607.1108 Of the Act and 608.438 of the LLC Act.

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the later the date of filing of Articles of Merger with the Secretary of State of Florida.

2. The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

A. **EDGE VENTURES, INC.**, a Florida corporation
37 N.E. 15th Street, Miami, FL 33132
Florida Document/Registration Number: P93000050509

B. **1546 N.E. MIAMI PLACE, LLC**, a Florida limited liability company
37 N.E. 15th Street, Miami, FL 33132
Florida Document/Registration Number: L02000026031

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

1546 N.E. MIAMI PLACE, LLC, a Florida limited liability company
37 N.E. 15th Street, Miami, FL 33132
Florida Document/Registration Number: L02000026031

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

1. On the Effective Date, **EDGE VENTURES, INC.** and **1546 N.E. MIAMI PLACE, LLC** desire to merge, with **1546 N.E. MIAMI PLACE, LLC** as the surviving party. The separate existence of **EDGE VENTURES, INC.** shall cease at the Effective Date and the existence of **1546 N.E. MIAMI PLACE, LLC** shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature and subject to all the duties and liabilities of **1546 N.E. MIAMI PLACE, LLC**.

2. This Agreement and Plan of Merger has been approved and adopted unanimously by the Board of Directors and Shareholders of **EDGE VENTURES, INC.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

3. The Agreement and Plan of Merger has been approved and adopted by the sole member/manager of **1546 N.E. MIAMI PLACE, LLC** in accordance with 608.4381(1) the LLC Act.

4. At the Effective Date, **1546 N.E. MIAMI PLACE, LLC** shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature of **EDGE VENTURES, INC.**, including by way of example title to all property, real, personal and mixed, and shall be responsible and liable for all their liabilities and obligations of **EDGE VENTURES, INC.**, all as more particularly set forth in the Act.

ARTICLE III CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of **EDGE VENTURES, INC.** into membership interest in **1546 N.E. MIAMI PLACE, LLC** shall be as follows: Prior to the Effective Date of the Merger **SANDRA M. ALEMAN** and **CINDY R. MINDLIN** each hold 50% of the common shares of **EDGE VENTURES, INC.** and 50% of the membership interest of **EDGE HOLDINGS, LLC** which holds 100% of the membership interest of **1546 N.E. MIAMI PLACE, LLC**. As of the Effective Date of the Merger **EDGE HOLDINGS, LLC** will hold 100% membership interest of **1546 N.E. MIAMI PLACE, LLC**. Accordingly, each of the common shares of **EDGE VENTURES, INC.** held by **SANDRA M. ALEMAN** and **CINDY R. MINDLIN** shall, by virtue of the Merger and without any action on their part, be canceled simultaneously with the effectiveness of the Merger.

ARTICLE IV ASSIGNMENT

If at any time **EDGE VENTURES, INC.** shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in **1546 N.E. MIAMI PLACE, LLC** the title to any property or rights of **EDGE VENTURES, INC.**, or to otherwise carry out the provisions of this Plan, the proper officers and directors of **EDGE VENTURES, INC.** as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in **1546 N.E. MIAMI PLACE, LLC**.

ARTICLE V AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of **EDGE VENTURES, INC.** and the member/manager of **1546 N.E. MIAMI PLACE, LLC** by unanimous action may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VI TERMINATION

This Merger pursuant to this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of **EDGE VENTURES, INC.** and the member/manager of **1546 N.E.**

MIAMI PLACE, LLC by unanimous action. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Corporations, or their Directors, officers, employees, agents, or shareholders, or upon the Limited Liability Company, its managers and members.

**ARTICLE VII
MANAGING MEMBER OF SURVIVING
LIMITED LIABILITY COMPANY**

The name and mailing address of the Member-Manager of 1546 N.E. MIAMI PLACE, LLC, is:
EDGE HOLDINGS, LLC
37 N.E. 15th Street
Miami, FL 33132.

In witness whereof the parties have set their hands this 23 day of December, 2002.

EDGE VENTURES, INC.

By: Sandra M. Aleman
SANDRA M. ALEMAN, PRESIDENT

**SHAREHOLDERS OF EDGE VENTURES,
INC.**

By: Sandra M. Aleman
SANDRA M. ALEMAN, MEMBER

By: Cindy R. Mindlin
CINDY R. MINDLIN, MEMBER

**1546 N.E. MIAMI PLACE, LLC
BY ITS MEMBER, EDGE HOLDINGS, LLC:**

By: Sandra M. Aleman
SANDRA M. ALEMAN, MEMBER

By: Cindy R. Mindlin
CINDY R. MINDLIN, MEMBER