

L02000026329

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800009607598

12/23/02 --0117--002 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 AM 9:03

7p

**L.S. EVANS & ASSOCIATES**

**A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW**

MERRILL LYNCH CENTER  
150 ALHAMBRA CIRCLE  
SUITE 1270  
CORAL GABLES, FL. 33134

TELEPHONE: (305) 448-4880  
FAX: (305) 444-5004  
E-MAIL: THREEEAK@AOL.COM

December 20, 2002

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

**RE: Filing of Articles of Merger and Plan of Merger**

Dear Sir or Madam:

Enclosed please find a check in the amount of \$70.00 (\$35.00 per document) in connection with the filing fee for the *Articles of Merger of Starford Development Corp., a Florida corporation and Starford Development, LLC, a Florida Limited liability company and the Plan of Merger.*

Please file these documents with your office and return to us at your earliest convenience.

Thank you for your cooperation in this matter and please feel free to contact me if you should need any additional information.

Sincerely,



M. Alejandra Escalona

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 AM 9:03

**ARTICLES OF MERGER OF ISLES CORP., A FLORIDA  
CORPORATION AND  
ISLES LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the relevant provisions of Chapters 607 and 608, Florida Statutes, these Articles of Merger provide that:

*POZ-27142*

1. *LOZ-26321* Isles Corp., a Florida corporation (the "Corporation"), shall be merged with and into Isles LLC, a Florida Limited Liability Company (the "Surviving Entity"), which shall be the Surviving Entity.
2. The merger shall become effective on the day on which these Articles of Merger are filed with the Secretary of State of Florida.
3. The Agreement of Plan of Merger and the Plan of Merger dated October 10, 2002 (which is incorporated herein and a copy of which is attached hereto), pursuant to which the Corporation shall be merged with and into the Surviving Entity (the "Merger"), was unanimously approved and adopted by the shareholders of the Corporation by resolutions adopted on October 25, 2002, in accordance with the applicable provisions of Florida Statutes, Chapter 607, and by the unit holders of the Surviving Entity by resolutions adopted on October 10, 2002 in accordance with the applicable provisions of Florida Statutes, Chapter 608.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Corporation and the Surviving Entity by the authorized representatives as of the 25<sup>th</sup> day of October, 2002.

Isles Corp.

By: \_\_\_\_\_  
President

Isles LLC


By: \_\_\_\_\_  
Manager

FILED  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS  
0-01623 AH

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19 day of DECEMBER 2002 by Edgardo Defortuna, as President of Isles Corp., and Edgardo Defortuna, as Manager of Isles LLC on behalf of the corporation and Limited Liability Company, respectively. He is personally known to me or has produced PERSONALLY KNOWN as identification and did not take an oath.

  
Florida Notary Public  
GLORIA ULLOA  
Print Name

Commission No.:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 AM 9:03

## PLAN OF MERGER

THIS PLAN OF MERGER, sets forth the plan for the merger of Isles Corp., a corporation incorporated and duly constituted under the laws of the State of Florida (the "Corporation"), into Isles LLC, a Florida Limited Liability Company incorporated and duly constituted under the laws of the State of Florida (the "Surviving Entity"), which, following this Plan of Merger, shall become the Surviving Entity.

1. Terms and conditions of the merger. Subject to the approval of the shareholders of the Corporation and the unit holders of the Surviving Entity, the Corporation shall be and become merged into the Surviving Entity upon the following terms and conditions:

- a. The authorized, issued and outstanding capital of the Corporation consists of 2,000 shares with a par value of \$0.01 each. Such shares shall be converted at the same value into 100 units of the Surviving Entity, and 100 units shall be issued to the existing shareholders of the Corporation in the same proportions as held by them in the Corporation as of the date of the merger, and 1 unit shall be issued to Ana Cristina Defortuna as follows:

### BEFORE MERGER

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Value</u>
Edgardo Defortuna	2,000 shares	\$0.01 each

### AFTER MERGER

<u>Unit Holder</u>	<u>Number of Units</u>	
Edgardo Defortuna	99 units	\$0.20 each
Ana Cristina Defortuna	1 unit	\$0.20 each

There is no outstanding authorized capital which has not been issued to the existing shareholders of the Corporation as set forth above. Any rights in connection with the ability to purchase additional units of the Surviving Entity after the effective date of merger shall be governed by the terms and conditions of the Operating Agreement of the Surviving Entity. All corporate powers of the

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 AM 9:53

Surviving Entity shall be exercised by or under the authority of its Unit Holders, and the business and affairs of the Surviving Entity shall be managed under the direction of Managers appointed by such unit holders. The initial Manager of the Surviving Entity is Edgardo Defortuna, whose address is 1300 Brickell Avenue, Miami, Florida 33131.

2. The effective date of the merger as set forth in this Plan of Merger shall be the date upon which the Articles of Merger are filed with Secretary of State of the State of Florida.

Dated: October 10, 2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 23 AM 9:04