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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.

. Aleiandra Escalona

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. 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 day of October, 2002.

Isles Corp

Brosident

Isles LLC

Manager

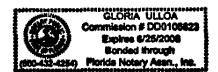
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Florida Notary Public

SLOCKA ULLOA

Commission No.:



DIVISION OF CORPORATIONS

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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. <u>Terms and conditions of the merger</u>. 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

Shareholder Number of Shares Value

Edgardo Defortuna 2,000 shares \$0.01 eag

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

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

DIVISION OF CORPORATIONS