

# W0300004784

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*merger*

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W03-5491

## MERGER OR SHARE EXCHANGE

36TH TERRACE PROPERTIES, LLC

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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 25, 2003

COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.

SUBJECT: 36TH TERRACE PROPERTIES, LLC  
REF: W03000005491

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.

The Plan of Merger was not received. Please refax the entire merger, including the Plan.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: W03000062757  
Letter Number: 903A00012180

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CELLULAR DISCOVERIES, INC., P97000108811, A FLORIDA CORPORATION

INTO

**36TH TERRACE PROPERTIES, LLC**, a Florida entity, L03000004784

File date: February 25, 2003

Corporate Specialist: Michelle Hodges

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ARTICLES OF MERGER  
OF CELLULAR DISCOVERIES, INC.  
WITH AND INTO  
36<sup>th</sup> TERRACE PROPERTIES, LLC

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, 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>        |
|---|---------------------|---------------------------|
| Cellular Discoveries, Inc.<br>3515 NW 113 <sup>th</sup> Court<br>Miami, Florida 33178               | Florida             | Corporation               |
| Florida Document Registration No. P97000108811<br>Federal Employer ID No. 59-3503542                |                     |                           |
| 36 <sup>th</sup> Terrace Properties, LLC<br>3515 NW 113 <sup>th</sup> Court<br>Miami, Florida 33178 | Florida             | Limited Liability Company |
| Florida Document Registration No. LG3000004784<br>Federal Employer ID No. Applied for               |                     |                           |

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party is as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|---|---------------------|---------------------------|
| 36 <sup>th</sup> Terrace Properties, LLC<br>3515 NW 113 <sup>th</sup> Court<br>Miami, Florida 33178 | Florida             | Limited Liability Company |

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

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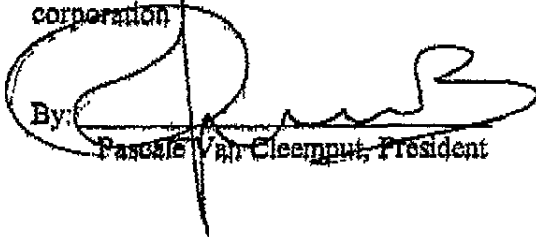
FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

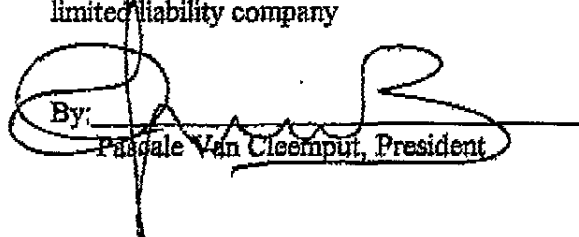
SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

The undersigned have executed these Articles of Merger as of February 24, 2003.

Cellular Discoveries, Inc., a Florida corporation

By:   
Pascale Van Cleemput, President

36<sup>th</sup> Terrace Properties, LLC, a Florida limited liability company

By:   
Pascale Van Cleemput, President

\*\*\*\*\*ARTICLES OF MERGER\*\*\*\*\*

### PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103, 607.1108 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u>                              | <u>Jurisdiction</u> |
|--|---------------------|
| Cellular Discoveries, Inc.               | Florida             |
| 36 <sup>th</sup> Terrace Properties, LLC | Florida             |

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

| <u>Name</u>                              | <u>Jurisdiction</u> |
|--|---------------------|
| 36 <sup>th</sup> Terrace Properties, LLC | Florida             |

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

On the Effective Date, Cellular Discoveries, Inc., shall be merged with and into 36<sup>th</sup> Terrace Properties, LLC, with the effect provided by Florida Statutes, the separate existence of Cellular Discoveries, Inc., shall cease, and 36<sup>th</sup> Terrace Properties, LLC, as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Organization and Operating Agreement of 36<sup>th</sup> Terrace Properties, LLC, as they exist on the Effective Date. In exchange for their shares of stock in Cellular Discoveries, Inc., the shareholders shall receive no additional consideration.

**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:

An amount equal to the fair market value of the assets of Cellular Discoveries, Inc., shall be added to the capital account of the member of 36<sup>th</sup> Terrace Properties, LLC. No other interests, shares, obligations or other securities shall be converted.

B. The sole member of 36<sup>th</sup> Terrace Properties, LLC, is the same as the sole shareholder in Cellular Discoveries, Inc. No additional compensation shall be paid to the shareholder.

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