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(Requestor's Name)

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(City/State/Zip/Phone #)

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MAIL

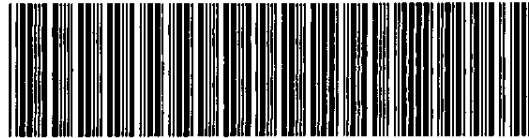
(Business Entity Name)

(Document Number)

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EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2011

ANDREW MANN
MANN & WOLF, LLP
4300 N. UNIVERSITY DR., SUITE C-203
SUNRISE, FL 33351

SUBJECT: PUNTA DORADA PHASE II, LLC
Ref. Number: L03000012461

We have received your document for PUNTA DORADA PHASE II, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

The merger must be signed by both merging companies.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 711A00028409

Law Offices
MANN & WOLF, LLP

4300 N. University Dr., Suite C-203

Sunrise, FL 33351

Tel: 954.572.9944

Fax: 954.572.6070

e-mail: Andrew@mannwolf.com

website: www.mannwolf.com

Andrew L. Mann

Robert M. Wolf

Board Certified and LLM in Tax

Also admitted in New York

Boca Raton Office: 55 NE 5th Ave., Suite 500

Boca Raton, FL 33432

Tel: 561.338.5060

Fax: 561.395.4701

December 19, 2011

VIA FEDEX (850.245.6051)

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Registration Section

RE: Punta Dorada Phase II, LLC and Punta Dorada Phase III,
LLC

Dear Sirs:

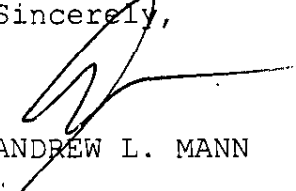
In regard to the above-referenced entities, enclosed please find the following:

- Articles of Amendment with \$55.00 filing fee (check)
- Certificate of Merger with \$55.00 filing fee (check)

Please have the Articles of Amendment and Certificate of Merger filed and return all originals to my office in the envelope provided.

If you have any questions or comments, do not hesitate to contact me.

Sincerely,



ANDREW L. MANN

Enclosures

\\Alm\cl\tudela\Merger\Dept. of State ltr.doc

Law Offices
MANN & WOLF, LLP

4300 N. University Dr., Suite C-203

Sunrise, FL 33351

Tel: 954.572.9944

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Andrew L. Mann

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Also admitted in New York

Boca Raton Office: 55 NE 5th Ave., Suite 500

Boca Raton, FL 33432

Tel: 561.338.5060

Fax: 561.395.4701

January 24, 2012

VIA FEDEX (850.245.6051)

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Registration Section

RE: Punta Dorada Phase II, LLC and Punta Dorada Phase III,
LLC / Certificate of Merger

Dear Sirs:

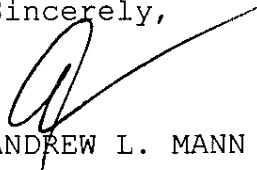
In regards to the above-referenced entities, enclosed please find the following:

- Certificate of Merger with attached Agreement and Plan of Merger

Pursuant to your letters dated December 21, 2011 (copies enclosed), you have received the filing fees for the Certificate of Merger and Amendment for Name Change. Once both of these documents have been processed, please return the originals to my office in the envelope provided.

If you have any questions or comments, do not hesitate to contact me.

Sincerely,



ANDREW L. MANN

Enclosures

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Punta Dorada Phase III, LLC	FL	LLC
001-18782		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
003-12461 Punta Dorada Phase II, LLC	FL	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

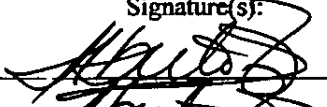
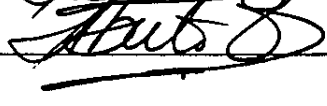
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
* Punta Dorada Phase II, LLC		Alberto Tudela
* Punta Dorada Phase III, LLC		Alberto Tudela

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Punta Dorada Phase III, LLC	FL	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Punta Dorada Phase II, LLC	FL	LLC

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

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

OF

PUNTA DORADA PHASE III, LLC

WITH AND INTO

PUNTA DORADA PHASE II, LLC

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of this 15 day of June, 2011 by and between PUNTA DORADA PHASE III, LLC, a Florida limited liability company (the "Merged Entity"), and PUNTA DORADA PHASE II, LLC, a Florida limited liability company (the "Surviving Entity").

A. The Members of the Merged Entity and the Surviving Entity have each approved the merger of the Merged Entity with and into the Surviving Entity by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Merged Entity and the Surviving Entity agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Merged Entity shall be merged with and into the Surviving Entity in accordance with the provisions of Section 608.438 of the Florida Limited Liability Company Act (the "Merger");

2. Surviving Entity. The Surviving Entity shall be and continue in existence as the surviving entity and the separate company existence of the Merged Entity shall cease.

3. Effective Date. The effective date of the Merger shall be upon filing of the Certificate of Merger with the Secretary of State of the State of Florida ("Effective Date").

4. Effect of Merger.

(a) Upon the Effective Date, the issued and outstanding membership interests of the Surviving Entity shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

(b) Upon the Effective Date, the Articles of Organization of the Surviving Entity in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the Articles of Organization of the Surviving Entity.

(c) All of the limited liability company interests of the Merged Entity outstanding immediately prior to the Effective Date shall, by virtue of the Merger, be canceled and no consideration shall be issued in respect thereof.

(d) Upon the Effective Date, the assets and liabilities of the Merged Entity shall be taken on the books of the Surviving Entity at the amount at which they shall at the time be carried on the books of the Merged Entity, subject to such adjustments, if any, as may be necessary to conform to the accounting procedures of the Surviving Entity.

(e) Upon the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, immunities, power, franchises and authority, both public and private, of the Merged Entity. All property of every description, including every interest therein and all obligations of or belongings of the Merged Entity, shall thereafter be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed. The Managing Member of the Surviving Entity, on behalf of the Merged Entity, shall execute and deliver or cause to be executed and delivered after the Effective Date all such deeds and other instruments and shall take or cause to be taken such further action as the Surviving Entity may deem necessary or desirable in order to confirm the transfer to and vesting in the Surviving Entity of title to and possession of all such property, rights, privileges, immunities, franchises and authority. All rights of creditors of the Merged Entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Surviving Entity shall thereafter be liable for all the obligations of the Merged Entity.

IN WITNESS WHEREOF, the Merged Entity and the Surviving Entity have caused this Agreement and Plan of Merger to be executed as of the day and year first above written.

Merged Entity:

PUNTA DORADA PHASE III, LLC

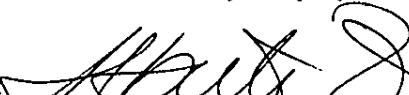
a Florida limited liability company

By: 
ALBERTO TUDELA, Managing Member

Surviving Entity:

PUNTA DORADA PHASE II, LLC

a Florida limited liability company

By: 
ALBERTO TUDELA, Managing Member