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Division of Corporations

FAX NO.

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L03000015373

Florida Department of State
Division of Corporations
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From:

Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.
Account Number : 104075000124
Phone : (305) 476-7100
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DOLPHIN BUILDERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$87.50

\$00.00

JB
430-03

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOLPHIN BUILDERS CORP., A FLORIDA ENTITY, P02000121342

into

DOLPHIN BUILDERS, LLC, a Florida entity L03000015373

File date: April 30, 2003

Corporate Specialist: Trevor Brumbley
Amount charged: 87.50

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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>
1. Dolphin Builders Corp. 8105 NW 2nd Street Suite B Miami, Florida 33126	Florida	Corporation
Florida Document/Registration Number: P02000121342		FBI Number:
2.		
Florida Document/Registration Number:		FBI Number:
3.		
Florida Document/Registration Number:		FBI Number:
4.		
Florida Document/Registration Number:		FBI Number:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Dolphin Builders, LLC	Florida	LLC
8105 NW 2nd Street		
Suite B		
Miami, Florida 33126		
Florida Document/Registration Number: <u>LQ3000015373</u>		FBI Number: <u>Applied for</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

Name

Jurisdiction

Dolphin Builders Corp.

Florida

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

Name

Jurisdiction

Dolphin Builders, LLC

Florida

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

Dolphin Builders Corp., a Florida corporation, shall merge with and into Dolphin Builders, LLC, a Florida limited liability company.

(Attach additional sheet(s) if necessary)

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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:

Each share in the corporation shall be converted into a membership unit or interest in the LLC. Each membership unit in the LLC shall remain a membership unit in the LLC.

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

N/A

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Roberto N. Ruiz, President
Dolphin Builders Management Company, Inc.
8105 NW 2nd Street
Suite B
Miami, Florida 33126

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

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