

APR-30-03 WED 09:08 AM

Division of Corporations

FAX NO.

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**L03000015373**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.  
Account Number : 104075000124  
Phone : (305) 476-7100  
Fax Number : (305) 476-7102

03 APR 30 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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03 APR 30 AM 10:03  
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

430-03

ARTICLES OF MERGER  
Merger Sheet

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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

SECRETARY OF STATE  
CORPORATION DIVISION

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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. <u>Dolphin Builders Corp.</u> <u>8105 NW 2nd Street</u> <u>Suite B</u> <u>Miami, Florida 33126</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P02000121342</u>		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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*(Attach additional sheet(s) if necessary)*

**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.

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 TALLAHASSEE, FLORIDA 32399-0001  
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**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.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

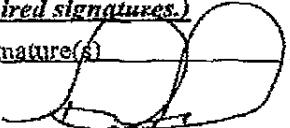

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Dolphin Builders Corp.		Roberto N. Ruiz President
Dolphin Builders, LLC		Roberto N. Ruiz, President of Dolphin Builders Management, Inc., a Florida corporation, Member

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*(Attach additional sheet(s) if necessary)*

### 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:

<u>Name</u>	<u>Jurisdiction</u>
Dolphin Builders Corp.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
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 right(s) 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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*(Attach additional sheet(s) if necessary)*

**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)

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

N/A

N/A

**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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*(Attach additional sheet(s) if necessary)*