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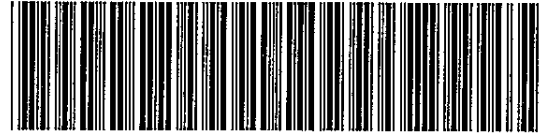
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W. R. O'Connell

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OF COUNSEL:

ROBERT E. DADY, P.A.
LEE J. OSIASON, P.A.**

**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

March 25, 2004

Department of State
Division of Corporations, Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **CARIDAD INVESTMENTS, INC.**
CARIDAD HOLDINGS, LLC

Dear Sir or Madam:

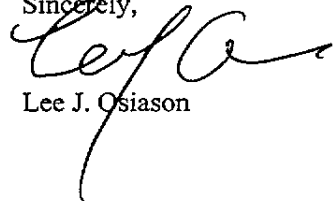
I am enclosing herewith Articles of Merger of **CARIDAD INVESTMENTS, INC.** and **CARIDAD HOLDINGS, LLC**, with **CARIDAD HOLDINGS, LLC** as the surviving entity. I have also enclosed a check payable to the Florida Secretary of State for the stated filing fees:

Articles of Merger:	
Filing fees (Corporation & LLC)	\$ 60.00
Certified copy (LLC survives)	<u>\$ 30.00</u>
Total	\$ 90.00

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If you should have any questions please call me at my direct line (305) 357-1001 or cell phone 978-7980.

Sincerely,



Lee J. Osiason

**ARTICLES OF MERGER OF
CARIDAD INVESTMENTS, INC. and CARIDAD HOLDINGS, LLC**

Pursuant to 607.1109 of the Florida Business Corporation Act ("Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act") **CARIDAD INVESTMENTS, INC.** and **CARIDAD HOLDINGS, LLC**, a Florida corporation and Florida limited liability company, respectively, adopt this Articles of Merger.

1. The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

A. CARIDAD INVESTMENTS, INC., a Florida corporation
5850 W. Flagler St., Miami, FL 33144
Florida Document/Registration Number: P96000020700
FEI Number: 650663043

B. CARIDAD HOLDINGS, LLC, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document/Registration Number: LO3000018841
FEI Number: 43-2018387

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

CARIDAD HOLDINGS, LLC, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document/Registration Number: LO3000018841
FEI Number: 43-2018387

3. The Agreement and Plan of Merger dated June 1, 2003 (the "Plan of Merger"), between **CARIDAD INVESTMENTS, INC.** and **CARIDAD HOLDINGS, LLC** was on June 1, 2003 approved and adopted unanimously by the Board of Directors and Shareholders of **CARIDAD INVESTMENTS, INC.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. The Agreement and Plan of Merger dated June 1, 2003 ("Plan of Merger"), between **CARIDAD INVESTMENTS, INC.** and **CARIDAD HOLDINGS, LLC** was on June 1, 2003 approved and adopted unanimously by the Member-Managers of **CARIDAD HOLDINGS, LLC** in accordance with 608.4381(1) the LLC Act.

5. The Plan of Merger is attached as Exhibit A and incorporated by reference herein.

6. The merger is permitted under the Florida law and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

7. Pursuant to s. 608.4382(1)(f) of the LLC Act, the date and time of the effectiveness of the Merger shall be on the later of June 1, 2003 or the date of filing of these Articles of Merger with the Secretary of State of Florida.

8. The Articles of Merger comply and were executed in accordance with Florida law.

In witness whereof the parties have set their hands this on June 1, 2003.

CARIDAD INVESTMENTS, INC.

By: _____
PEDRO CARO, PRESIDENT

CARIDAD HOLDINGS, LLC

By: _____
PEDRO CARO, TRUSTEE, MANAGER

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Exhibit A

Plan of Merger

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan" or "Plan of Merger") dated May 26, 2003 by and among **CARIDAD INVESTMENTS, INC.** and **CARIDAD HOLDINGS, LLC** (referred to collectively as the "Parties"), a Florida corporation and limited liability company respectively. This Plan of Merger was adopted and approved by the Parties in accordance with 607.1107 of the Florida Business Corporation Act (the "Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act"), and is being submitted in accordance with 607.1108 Of the Act and 608.438 of the LLC Act.

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the later of June 1, 2003 or the date of filing of Articles of Merger with the Secretary of State of Florida.
2. The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

A. **CARIDAD INVESTMENTS, INC.**, a Florida corporation
5850 W. Flagler St., Miami, FL 33144
Florida Document/Registration Number: P96000020700

B. **CARIDAD HOLDINGS, LLC**, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document/Registration Number: LO3000018841

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

CARIDAD HOLDINGS, LLC, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document/Registration Number: LO3000018841

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

1. On the Effective Date, **CARIDAD INVESTMENTS, INC.** and **CARIDAD HOLDINGS, LLC** desire to merge, with **CARIDAD HOLDINGS, LLC** as the surviving party. The separate existence of **CARIDAD INVESTMENTS, INC.** shall cease at the Effective Date and the existence of **CARIDAD HOLDINGS, LLC** shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature and subject to all the duties and liabilities of **CARIDAD HOLDINGS, LLC**.
2. This Agreement and Plan of Merger has been approved and adopted unanimously by the Board of Directors and Shareholders of **CARIDAD INVESTMENTS, INC.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

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3. The Agreement and Plan of Merger has been approved and adopted by the sole Member-Manager of **CARIDAD HOLDINGS, LLC** in accordance with 608.4381(1) the LLC Act.

4. At the Effective Date, **CARIDAD HOLDINGS, LLC** shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature of **CARIDAD INVESTMENTS, INC.**, including by way of example title to all property, real, personal and mixed, and shall be responsible and liable for all their liabilities and obligations of **CARIDAD INVESTMENTS, INC.**, all as more particularly set forth in the Act.

ARTICLE III CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of **CARIDAD INVESTMENTS, INC.** into membership interest in **CARIDAD HOLDINGS, LLC** shall be as follows: Prior to the Effective Date of the Merger **PEDRO CARO**, Trustee holds 100% of the common shares of **CARIDAD INVESTMENTS, INC.** and 100% of the membership interest of **CARIDAD HOLDINGS, LLC**. As of the Effective Date of the Merger **PEDRO CARO**, Trustee will hold 100% of the membership interest of **CARIDAD HOLDINGS, LLC**. Accordingly, each of the common shares of **CARIDAD INVESTMENTS, INC.** held by **PEDRO CARO**, Trustee shall, by virtue of the Merger be converted into an equal percentage of membership interests in **CARIDAD HOLDINGS, LLC**.

ARTICLE IV ASSIGNMENT

If at any time **CARIDAD INVESTMENTS, INC.** shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in **CARIDAD HOLDINGS, LLC** the title to any property or rights of **CARIDAD INVESTMENTS, INC.**, or to otherwise carry out the provisions of this Plan, the proper officers and directors of **CARIDAD INVESTMENTS, INC.** as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in **CARIDAD HOLDINGS, LLC**.

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ARTICLE V AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of **CARIDAD INVESTMENTS, INC.** and the Member-Manager of **CARIDAD HOLDINGS, LLC** by unanimous action may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VI TERMINATION

This Merger pursuant to this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of **CARIDAD INVESTMENTS, INC.** and the Member-Manager of **CARIDAD HOLDINGS, LLC** by unanimous action. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of

this Plan on the part of the Corporations, or their Directors, officers, employees, agents, or shareholders, or upon the Limited Liability Company, its managers and members.

**ARTICLE VII
MANAGING MEMBER OF SURVIVING
LIMITED LIABILITY COMPANY**

The name and mailing address of the Member-Manager of **CARIDAD HOLDINGS, LLC**, is:
PEDRO CARO, Trustee
5850 W. Flagler St., Miami, FL 33144.

In witness whereof the parties have set their hands on May 26, 2003.

CARIDAD INVESTMENTS, INC.

By: _____
PEDRO CARO, PRESIDENT

**SHAREHOLDERS OF CARIDAD
INVESTMENTS, INC.**

PEDRO CARO, Trustee

CARIDAD HOLDINGS, LLC

By: _____
PEDRO CARO, Trustee, MEMBER AND
MANAGER

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