

12/13/2005 02:30

Division of Corporations

NO 371

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L03000036886

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

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Fax Number : (850) 205-0380

From:

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Account Number : 102566000673

Phone : (305) 461-0404

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DALACITY USA, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



December 13, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DALACITY USA, LLC
780 NW LEJEUNE ROAD
324
MIAMI, FL 33126

SUBJECT: DALACITY USA, LLC
REF: L03000036886

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A merger was never filed with this office in 2003. Also the surviving entity was not registered until September 2003. Please amend the document accordingly.

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) 245-6094.

Agnes Lunt
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NICOLAS FERNANDEZ, P.A.

780 NW LE JEUNE ROAD, SUITE 324

MIAMI, FLORIDA 33126

TELEPHONE: (305) 461-0404

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December 12, 2005

13

PLEASE DELIVER THIS FACSIMILE TRANSMISSION TO:

NAME: Agnes Lunt
COMPANY: DEPARTMENT OF STATE
FROM: Alexandra Reyes, Legal Assistant
TELECOPIER NO.: (850) 205-0380
RE: Vahe Jean Asdourian Formation of DALACITY USA, LLC
CLIENT/MATTER: 1066.03
NUMBER OF PAGES: 7 **SENT BY:** ar
(including cover sheet)

MESSAGE: Attached please find the revised Articles of Merger along with your letter in connection with the above referenced matter. Thank you.

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FILED

ARTICLES OF MERGERARTICLE I.

2005 DEC 13 A 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The exact name, street address of principal office, jurisdiction, and entity type for each merging party are Dalacity USA, LLC., a Florida limited liability company, whose corporate address is c/o of Nicolas Fernandez, P.A., 780 N.W. LeJeune Road, Suite 324, Miami, Florida 33126 (the "Surviving Entity") and Dalacity USA Inc., a Florida corporation, whose corporate address is c/o of Nicolas Fernandez, P.A., 780 N.W. LeJeune Road, Suite 324, Miami, Florida 33126 (the "Disappearing Entity").

ARTICLE II.

The attached Plan of Merger meets the requirements of section(s) 607.1108 and/or 608.438, Florida Statutes, and was approved by Surviving Entity and Disappearing Entity as parties to the merger in accordance with Chapter(s) 607 and/or 608, Florida Statutes.

ARTICLE III.

The Surviving Entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a member of the Surviving Entity pursuant to section(s) 607.1108(5) and/or 608.4381(2), Florida Statutes.

ARTICLE IV.

The name of the Surviving Entity is DALACITY USA, LLC.

ARTICLE V.

The merger is permitted under the law of the State of Florida and is not prohibited by the agreement articles of incorporation, bylaws or other the regulations or articles of organization of the Disappearing Entity or Surviving Entity.

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NO. 871 004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The merger shall become effective as of filing hereof.

ARTICLE VII

The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SURVIVING ENTITY:

DALACITY USA, LLC, a Florida limited liability company

By: Vahe Jean Asdourian

Vahe Jean Asdourian, Sole Member

DISAPPEARING ENTITY:

DALACITY USA, INC., a Florida corporation

By: Vahe Jean Asdourian

Vahe Jean Asdourian, President

By: Vahe Jean Asdourian

Vahe Jean Asdourian, Secretary

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PLAN AND AGREEMENT OF MERGER**FILED**

This is a Plan and Agreement of Merger ("Agreement") between DALACITY USA, INC., a Florida corporation, (the "Merging Entity"), and DALACITY USA, LLC, a Florida limited liability company (the "Surviving Company"). 11:48

ARTICLE I. PLAN OF MERGER**Plan Adopted**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.01. A plan of merger by and between the Merging Entity and the Surviving Company, pursuant to Section 608.438 and Section 607.1108 of the Florida Statutes, is adopted as follows:

- (a) The Merging Entity shall be merged with and into the Surviving Company, to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Company shall be Dalacity USA, LLC.
- (c) When this Agreement shall become effective, the separate existence of the Merging Entity shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Entity and shall be subject to all the debts and liabilities of the Merging Entity in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- (d) The Surviving Company will carry on business with the assets of the Merging Entity.
- (e) The partners of the Merging Entity will surrender all of their share certificates in the manner hereinafter set forth.
- (f) The Articles of Organization of the Surviving Company, as existing on the effective date of the merger, shall continue in full force as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in the Articles or as provided by law.

Effective Date

1.02. The effective date of the merger shall the date when the Articles of Merger are filed with the Department of State

ARTICLE 2. COVENANTS, ACTIONS, AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE**Interim Conduct of Business; Limitations**

2.01. Except as limited by this Paragraph 2.01, pending consummation of the merger, each of the constituent corporations will carry on its business in substantially the same manner as before and will use its best efforts to maintain its business organization. Except with the prior consent in writing of the Surviving Company, pending consummation of the merger, the Merging Entity shall not:

- (a) Create or issue any indebtedness for borrowed money.
- (b) Enter into any transaction other than those involved in carrying on its ordinary course of business.

Submission to General Partner and Shareholders

2.02. This Agreement shall be submitted to the shareholders of the Merging Entity in the manner provided by the laws of the State of Florida.

ARTICLE 3. MANNER OF CONVERTING SHARES

3.01. The Surviving Company will issue membership certificates in the same proportion as share certificates were issued by the Merging Entity.

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FILED

ARTICLE 4. OPERATING AGREEMENTOperating Agreement of Survivor

4.01. The Operating Agreement of the Surviving Company, as existing on the Effective Date of the merger, shall continue in full force as the Operating Agreement of the Surviving Company until altered, amended, or repealed as provided in the Operating Agreement or as provided by law.

2005 DEC 13 A 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE 5. MANAGEMENT

5.01. The Surviving Entity is a limited liability company who is to be managed by Vahe Jean Asdourian whose address is c/o Nicolas Fernandez, 780 NW. LeJeune Road, Suite 324, Miami, FL 33126.

ARTICLE 6. MISCELLANEOUSFurther Assurances

6.01. The Merging Entity agrees that from time to time, as and when requested by the Surviving Company or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments. The Merging Entity further agrees to take or cause to be taken any further or other actions as the Surviving Company may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Company title to and possession of all the property, rights, privileges, powers, and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.

Entire Agreement; Counterparts

6.02. This Agreement contains the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.


Controlling Law

6.03. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was executed on October 21, 2005.

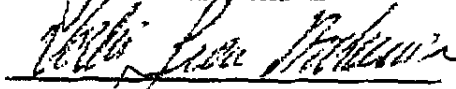
Dalacity USA, Inc., a Florida corporation

By:



Vahe Jean Asdourian, President

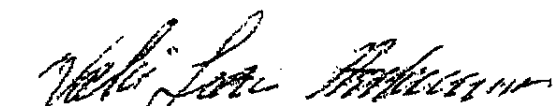
By:



Vahe Jean Asdourian, Secretary

Dalacity USA, LLC, a Florida limited liability company

By:



Vahe Jean Asdourian, Sole Member

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