

LOS 0000 41298

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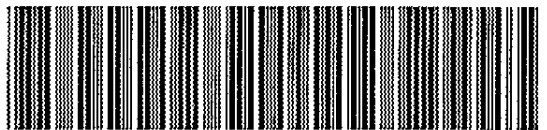
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 OCT 28 AM 8:38

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MALLORY GAYLE HOLM, P.A.

4315 Pablo Oaks Court
Jacksonville, Florida 32224
Phone: 904.482.1144 Facsimile: 904.482.1145
Cell: 904.710.1358
mgholm@comcast.net

October 16, 2003

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

03 OCT 28 AM 8:38
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization and Articles of Merger Filing

Ladies and Gentlemen:

Enclosed for immediate filing in the order listed are the following:

1. Articles of Organization of Sollessa, LLC;
2. Articles of Organization of Sollessa Atlantic Beach, LLC;
3. Articles of Merger (Sollessa, Inc. with and into Sollessa, LLC).

Also enclosed is a check to pay the following:

Filing fee(s) (New LLCs)	\$200.00
Registered Agent(s)	50.00
Certificate(s) of Status	10.00
Articles of Merger (\$35 per party)	70.00
Certified Copies	<u>90.00</u>
Total	\$420.00

If you have any questions or need further information, please contact me.

Sincerely,


Mallory Gayle Holm

ARTICLES OF MERGER OF

SOLLESSA, INC.,
a Florida corporation

WITH AND INTO

SOLLESSA, LLC,
a Florida limited liability company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned corporations, pursuant to Chapters 607 and 608 of the Florida Statutes, the Florida Business Corporation Act and the Florida Limited Liability Company Act, hereby execute the following Articles of Merger:

FIRST: The names of the domestic corporation and domestic limited liability company proposing to merge (the "Merger") are as follows:

Sollessa, Inc., a Florida corporation ("Sollessa")
Sollessa, LLC, a Florida limited liability company ("Sollessa, LLC")

The surviving entity shall be Sollessa, LLC.

SECOND: A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

THIRD: The effective date of the Merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

FOURTH: The Plan of Merger was adopted and recommended to the shareholders by the Board of Directors and approved by the shareholders of Sollessa in accordance with the Florida Business Corporation Act, and approved by all of the members of Sollessa, LLC in accordance with the Florida Limited Liability Company Act.

Executed this 15 day of October, 2003.

SOLLESSA, INC., a Florida corporation



Name: Cristina Flint

Its: President

SOLLESSA, LLC, a Florida limited liability company



Name: Cristina Flint

Its: President

PLAN OF MERGER

OF

SOLLESSA, INC. *D030000562*
(a Florida corporation)

INTO

SOLLESSA, LLC - *L03000041298*
(a Florida limited liability company)

FILED
TALLAHASSEE, FLORIDA

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This PLAN OF MERGER dated October 15, 2003 is made by and between Sollessa, Inc., a Florida corporation ("Sollessa"), and Sollessa, LLC, a Florida limited liability company ("Sollessa, LLC").

WHEREAS, the Boards of Directors of Sollessa and the members of Sollessa, LLC deem it advisable and in their best interest and the best interest of Sollessa's shareholders to merge Sollessa with and into Sollessa, LLC, with Sollessa, LLC designated as the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Sollessa, LLC and Sollessa shall be merged with and into a single entity, with Sollessa, LLC being the surviving entity from and after the effective time of the merger, and thereupon the separate existence of Sollessa shall cease.
2. The Articles of Organization of Sollessa, LLC shall continue to be the Articles of Organization of the surviving entity until amended as therein provided.
3. The Operating Agreement of Sollessa, LLC shall continue to be the Operating Agreement of the surviving entity until changed, altered or amended as therein provided.
4. Sollessa, LLC shall continue to be managed by a Board of Managers in accordance with its Operating Agreement.
5. From and after the effective time of the merger, (i) each issued and outstanding share of Common Stock of Sollessa immediately prior to the effective time of the merger shall automatically, and without any action on the part of the holders thereof, be converted into 90 Units of Sollessa, LLC, and (ii) each one percent limited liability company interest of Sollessa, LLC outstanding immediately prior to the merger shall automatically and by operation of law be canceled.
6. Pursuant to the Florida Business Corporation Act and the Florida Limited Liability Company Act, this Plan of Merger has been approved by the Board of Directors of Sollessa, the shareholders of Sollessa, and the Board of Managers and members of Sollessa, LLC by unanimous written consent.

IN WITNESS WHEREOF, the undersigned has set his/her hand, this 15 day of October, 2003

SOLLESSA, INC.,
a Florida corporation

By: *Cristina Flint*
Name: Cristina Flint
Title: President

SOLLESSA, LLC,
a Florida limited liability company

By: *Cristina Flint*
Name: Cristina Flint
Title: President

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