



Nov-06-03 11:58A

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NOV-06-2003(THU) 13:30 CARLTON FIELDS

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Division of Corporations

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**L03000042016**

Florida Department of State  
Division of Corporations  
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((H03000310961 3))

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MERGER OR SHARE EXCHANGE

SEVILLA PROPERTIES, LLC

03 NOV -6 PM 1:58  
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
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11/05/2003 11:58 FAX 813 228 4133 CARLTON FIELDS-TAMPA - MIA CF  
Department of State 11/5/2003 11:04 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 5, 2003

SEVILLA PROPERTIES, LLC  
8145 NW 156 ST.  
MIAMI LAKES, FL 33014

SUBJECT: SEVILLA PROPERTIES, LLC  
REF: L03000042016

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.

The plan of merger must be attached/included.

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) 245-6025.

Trevor Brumbloy  
Document Specialist

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Letter Number: 103A00060299

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Division of Corporations - P.O. BOX 6927 - Tallahassee, Florida 32314

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P.003/007

FAX AUDIT NO. H03000310961 3

ARTICLES OF MERGER

of

SEVILLA PROPERTIES OF MIAMI, INC.  
(a Florida Corporation)

P02000003581

With and Into

SEVILLA PROPERTIES, LLC  
(a Florida Limited Liability Company)

L03000012016

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), Sevilla Properties of Miami, Inc., a Florida Corporation and Sevilla Properties, LLC, a Florida limited liability company adopted on the 4<sup>th</sup> day of November, 2003, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA and FLLCA, and hereby certify as follows:

ARTICLE I

The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1103 of the FBCA and Section 608.4381 of the FLLCA, provides for the merger of Sevilla Properties of Miami, Inc. with and into Sevilla Properties, LLC, with Sevilla Properties, LLC as the surviving corporation (the "Merger").

ARTICLE II

The Plan of Merger was duly approved by a unanimous written consent executed by all of the shareholders and all the members of the Board of Directors of Sevilla Properties of Miami, Inc. and a unanimous written consent executed by all the members and managers of Sevilla Properties, LLC, respectively, pursuant to Sections 607.0704, 607.0821, 607.1103 of the FBCA and Section 608.4381 of the FLLCA on the 4<sup>th</sup> day of November, 2003.

ARTICLE III

Of the 1,000 issued and outstanding shares of capital stock, \$1 par value per share, of Sevilla Properties of Miami, Inc. entitled to vote as a class upon the Plan of Merger had the Plan of Merger been submitted to a vote of said class pursuant to Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Agreement by unanimous written consent in accordance with Section 607.0704 of the FBCA on the 4<sup>th</sup> day of November, 2003.

The Plan of Merger was approved in writing by a majority of the members and managers of Sevilla Properties, LLC on the 4<sup>th</sup> day of November, 2003.

ARTICLE IV

The Managers shall be: Mario Ferro, Sr., 8165 NW 155<sup>th</sup> Street, Miami Lakes, FL 33014, and Mario Ferro, Jr., 8165 NW 155<sup>th</sup> Street, Miami Lakes, FL 33014.

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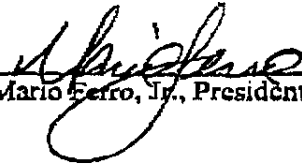
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ARTICLE V

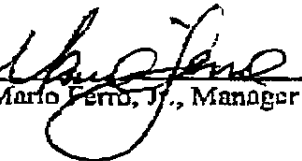
The Merger shall be effective on the day of the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, the separate existence of Sevilla Properties of Miami, Inc. shall cease and Sevilla Properties of Miami, Inc. shall be merged with and into Sevilla Properties, LLC in accordance with the terms and conditions of the Plan of Merger.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 4<sup>th</sup> day of November, 2003.

SEVILLA PROPERTIES OF MIAMI, INC.

By:   
Mario Ferro, Jr., President

SEVILLA PROPERTIES, LLC

By:   
Mario Ferro, Jr., Manager

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**AGREEMENT AND PLAN OF MERGER**

Sevilla Properties of Miami, Inc. a Florida corporation, and Sevilla Properties, LLC, a Florida limited liability company enter into this Agreement and Plan of Merger on this 4<sup>th</sup> day of November, 2003.

**RECITAL**

The Board of Directors of Sevilla Properties of Miami, Inc. and Managers of Sevilla Properties, LLC deem it advisable and in the best interest of said organizations and their respective shareholders and members that Sevilla Properties of Miami, Inc. merge with and into Sevilla Properties, LLC.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that Sevilla Properties of Miami, Inc. shall be merged into Sevilla Properties, LLC in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "FBCA") and Florida Limited Liability Company Act, as amended (the "FLCA"), and upon the following terms and conditions:

**TERMS**

1. Merger. In accordance with the laws and applicable provisions of the laws of the State of Florida, Sevilla Properties of Miami, Inc. shall merge into and become a part of Sevilla Properties, LLC ("Surviving Entity"). Upon the effective date of the Merger, the separate corporate existence of Sevilla Properties of Miami, Inc. shall cease.

2. Representations and Warranties.

(a) Sevilla Properties of Miami, Inc. represents and warrants as follows:

(i) Organization and Good Standing. Sevilla Properties of Miami, Inc. is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(ii) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Sevilla Properties of Miami, Inc. have been duly and validly authorized and approved by all necessary corporate and shareholder action.

(b) Sevilla Properties, LLC represents and warrants as follows:

(i) Organization and Good Standing. Sevilla Properties, LLC is a limited liability company duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(ii) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Sevilla Properties, LLC have been duly and validly authorized and approved by all necessary corporate and member action.

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3. **Effects of Merger.** The Merger shall have the effect provided therefor by Florida law. As of the effective date of the Merger, Sevilla Properties, LLC shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Sevilla Properties of Miami, Inc.; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Sevilla Properties of Miami, Inc., shall be deemed to be transferred to and vested in Sevilla Properties, LLC without further act or deed, and the title to any property or any interest therein, vested in Sevilla Properties of Miami Inc., shall not revert to or be in any way impaired by reason of the Merger.

Sevilla Properties, LLC shall be responsible and liable for all the liabilities and obligations of Sevilla Properties of Miami, Inc.; and any claims existing by or against Sevilla Properties of Miami, Inc. may be prosecuted to judgment as if the Merger had not occurred, or Sevilla Properties, LLC may be substituted in the place of Sevilla Properties of Miami, Inc. The rights of any creditors of Sevilla Properties of Miami, Inc. shall not be impaired by the Merger. Sevilla Properties, LLC shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Sevilla Properties of Miami, Inc.

4. **Share Conversion.** Upon the effective date of the Merger, all the outstanding shares of stock of Sevilla Properties of Miami, Inc. shall be surrendered and canceled and the shareholders of Sevilla Properties of Miami, Inc. shall receive all one hundred percent (100%) of the membership interest in Sevilla Properties, LLC.

5. **Further Assurances.** If at any time Sevilla Properties of Miami, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Sevilla Properties, LLC the title to any property or rights of Sevilla Properties of Miami, Inc. or to otherwise carry out the provisions hereof, the proper officers and directors of Sevilla Properties of Miami, Inc., as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Sevilla Properties, LLC and to otherwise carry out the provisions hereof.

6. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger with the State of Florida, Office of the Secretary of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

7. **Approval of Shareholders, Board of Directors, Members and Managers.** This Agreement and Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the Shareholders, by the Board of Directors of Sevilla Properties of Miami, Inc. and the Members and Managers of Sevilla Properties, LLC.

8. **Costs.** All costs in connection with this Agreement and Plan of Merger will be paid by Sevilla Properties of Miami, Inc.

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APPROVED AND FILED

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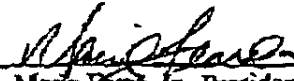
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9. **Payment of Dissenters.** Pursuant to Fla. Stat. §§ 607.1302 and 608.4384, there are no dissenting shareholders and members since both of the shareholders of **Sevilla Properties of Miami, Inc.** and both of the Managers of **Sevilla Properties, LLC**, who are also the Members of **Sevilla Properties, LLC**, have consented to this Agreement and Plan of Merger.

10. **Procedure.** Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and Plan of Merger and the transactions contemplated hereby.

**Sevilla Properties of Miami, Inc.**, a Florida corporation

By:   
Mario Ferró, Jr., President

**Sevilla Properties, LLC**, a Florida limited liability company

By:   
Mario Ferró, Jr., Manager

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