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MERGER OR SHARE EXCHANGE

Caribe Baywinds LLC

D. BRUCE

DEC 24 2008

EXAMINER

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CARIBE BAYWINDS LLC
ARTICLES OF MERGER

(Pursuant to §608.438 of
Florida Statutes)

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1. BAYWINDS C II, LLC and CARIBE BAYWINDS LLC, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.
 2. The name of the surviving entity is CARIBE BAYWINDS LLC.
 3. The Plan of Merger of the undersigned entities was adopted pursuant to Section 608.4381 of the Florida Statutes and is attached hereto as Exhibit "A".
 4. The Plan of Merger will become effective on the day of filing these Articles of Merger.
 5. The Plan of Merger was adopted by the Members and Managers of BAYWINDS C II, LLC on December 23, 2008, in accordance with the applicable sections of Chapter 608 of the Florida Statutes.
 6. The Plan of Merger was adopted by the Members and Managers of CARIBE BAYWINDS LLC on December 23, 2008, in accordance with the applicable sections of Chapter 608 of the Florida Statutes.
 7. The Plan of Merger calls for the cancellation of the membership interests in BAYWINDS C II, LLC. No additional membership interests in CARIBE BAYWINDS LLC will be issued or distributed.
 8. No changes in the Articles of Organization of the surviving limited liability company have been made.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 22 day of December 2008.

BAYWINDS C II, LLC,
a Florida limited liability company

By: [Signature]
Name: Carlos Martinez
Title: President

CARIBE BAYWINDS LLC,
a Florida limited liability company

By: [Signature]
Name: Carlos Martinez
Title: President

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PLAN OF MERGER

This is a Plan of Merger between CARIBE BAYWINDS LLC, a Florida limited liability company (hereinafter the "Surviving Entity") and BAYWINDS C II, LLC, a Florida limited liability company (hereinafter the "Absorbed Entity").

STIPULATIONS

A. The Surviving Entity is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 11755 SW 90 ST, Suite 210, Miami, FL 33186.

B. The Absorbed Entity is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 11755 SW 90 ST, Suite 210, Miami, FL 33186.

C. The Members and Managers of the Surviving Entity and the Members and Managers of the Absorbed Entity deem it desirable and in the best business interests of the entities that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of the Florida Statutes in order that the transaction qualify as an asset-over transaction within the meaning of Internal Revenue Code Regulation 1.708-1(c)(3)(i).

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

TERMS

1. Merger. The Absorbed Entity shall merge with and into the Surviving Entity which shall be the Surviving Entity. On and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entity shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

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2. Effective Date. The merger shall be effective as of the date of filing the Articles of Merger.

3. Articles of Organization and Operating Agreement. On and after the Effective Date, the Articles of Organization and Operating Agreement of the Surviving Entity shall be the same as the Articles of Organization and Operating Agreement of the Surviving Entity immediately prior to the Effective Date.

4. Cancellation of Membership Interest of Absorbed Entity; No Additional Membership Interests to be Issued. Upon the Effective Date, the membership interests of the Absorbed Entity shall be automatically cancelled. The members of the Surviving Entity own membership interests in the Surviving Entity in the same proportions as they own membership interests in the Absorbed Entity. As a result, no additional membership interests of the Surviving Entity shall be issued.

5. Managers and Officers. The persons holding the offices of Managers and all other offices of the Surviving Entity upon the Effective Date shall remain the Managers and the other officers of the Surviving Entity, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the Operating Agreement of the Surviving Entity.

6. Filings with Florida Secretary of State. The Absorbed Entity and the Surviving Entity shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement.

7. Abandonment of Merger. Notwithstanding the approval of this Agreement by the Shareholders and Directors of the Absorbed Entity and by the Members and Managers of the Surviving Entity, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Entity and the Surviving Entity.


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IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Surviving Entity and the Absorbed Entity on the 22 day of December 2008.

BAYWINDS C II, LLC,
a Florida limited liability company

By: 
Name: Carlos Martinez
Title: President

CARIBE BAYWINDS LLC,
a Florida limited liability company

By: 
Name: Carlos Martinez
Title: President

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