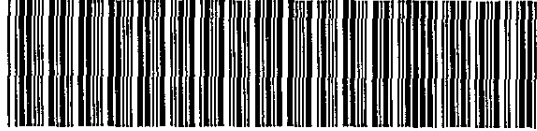


W04000000563

00855-00524-00676-02963 \$95.00



400029246904

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status 1

02/25/04--01040--013 **87.50

03/19/04--01001--035 **7.50

Special Instructions to Filing Officer:

3/15 Merger
W04-563
CERTUS

Office Use Only

03 APR 2004

04 APR 15 AM 10:24
04 APR 15 09:11

LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST, THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB (RETIRED, 2003)
CARL A SPATZ

MIAMI (305) 856-0233
BROWARD 1 (888) 698-8483
FAX NO. (305) 856-9116
E-MAIL: spatzc@bellsouth.net

February 24, 2004

By Fed Ex

Secretary of State
Division of LLC's and Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of 163rd Street Apts, Inc. and 163 Street Apts, LLC

Dear Sir or Madam:

In reference Merger of the captioned Corporation and LLC, please find enclosed two original copies of the Articles and Plan of Merger, for filing in the records of each entity together with an additional copy for certification. I also enclose our check in the sum of \$87.50 for the following:

Filing Fee, Merger re; Corp.	\$35.00
Filing Fee Merger re; LLC	35.00
Certified copy of Articles and Plan of Merger	8.75
Status Certificate showing Merger of LLC as the surviving entity	<u>8.75</u>
TOTAL	\$87.50

Thank you.

Very truly yours,

GELB & SPATZ

BY: 

Carl A. Spatz

CAS/bd
Encl.

Business/lc/forms/sosltr



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 9, 2004

CARL A. SPATZ
GELB & SPATZ
3400 SOUTHWEST, THIRD AVENUE
MIAMI, FL 33145

SUBJECT: 163 STREET APTS, LLC
Ref. Number: L04000000563

We have received your document for 163 STREET APTS, LLC and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The total fee to file this Merger is \$95.00, which includes \$25.00 for the LLC, \$35.00 for the Corporation, \$30.00 for the Certified Copy and \$5.00 for the Certificate of Status requested.

There is a balance due of \$7.50.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 104A00015724

ARTICLES AND PLAN OF MERGER
of

163 STREET APTS, LLC
(a Florida Limited Liability Company)

and

163 STREET APTS, INC.
(a Florida Corporation)

LD4-563

P01-70588

04 MAR 28 AM 10:24
TALLAHASSEE
SECRETARY OF STATE

FILED

The undersigned Florida Limited Liability Company and the undersigned Florida Corporation hereby adopt the following Articles and Plan Merger:

ARTICLE 1

The parties hereto agree to effect this Merger, effective on the date of the filing of this Merger with the Secretary of State of Florida.

ARTICLE 2

The surviving entity which shall survive the Merger is 163 STREET APTS, LLC, a Florida Limited Liability Company, ("the Florida LLC") which shall continue under the same name.

ARTICLE 3

The parties to these Articles and Plan of Merger are 163 STREET APTS, LLC, a Florida Limited Liability Company, ("the Florida LLC") and 163 STREET APTS, INC, a Florida Corporation, ("the Florida Corp.").

ARTICLE 4

No amendments to the Articles of Organization or Operating Agreement of the surviving Limited Liability Company is to be effected as part of the Merger.

ARTICLE 5

The Stockholders of the corporation and the Members of the LLC are identical as are their percentage ownership of corporate stock and membership interest in the LLC. The shares of stock in the corporation shall be surrendered to the LLC. The assets of the Corporation shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity, 163 STREET APTS, LLC.

ARTICLE 6

The Articles of Organization and Operating Agreement of 163 STREET APTS, LLC a Florida Limited Liability Company as in effect on the effective date of the Merger shall continue in full force and effect as the Articles of Organization and Operating Agreement of the Florida LLC and shall not be changed or amended by the Merger. 163 STREET APTS, LLC, reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Organization or Operating Agreement in the manner now or hereafter prescribed by statute, and all rights conferred on members are subject to said reservation.

ARTICLE 7

Santiago Alvarez and Michael Spetko, the Managing Members of 163 STREET APTS, LLC, as of the effective date of the Merger, shall continue in office pursuant to the terms of the Articles of Organization and Operating Agreement of the Florida LLC. The business address of the surviving Limited Liability Company and the Managing Members shall remain 4225 West 16th Avenue, Hialeah, Florida 33012.

ARTICLE 8

On the effective date of the Merger all of the property, rights, privileges, beneficial interests and franchises, of whatsoever nature and description and the tax number, (if allowed by the IRS) and liabilities of the Florida Corporation, including any indebtedness shall be transferred to, vest in, and devolve upon the surviving Florida LLC, 163 STREET APTS, LLC, a Florida Limited Liability Company, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by the Florida LLC, to evidence such transfer, vesting or devolution of any property, right privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of the Florida Corporation, to the surviving Florida LLC.

ARTICLE 9

These Articles and Plan of Merger were duly adopted and unanimously approved by the Stockholders of the Florida Corporation pursuant to Chapter 607, Florida Statutes and by the Florida LLC, pursuant to Chapter 607, Florida Statutes on February 18, 2004.

ARTICLE 10

The surviving entity is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation that is a party to this merger. The surviving entity has agreed to promptly pay to the dissenting shareholders of the domestic corporation that is a party to this merger the amount, if any, to which they are entitled under F.S. 607.1302

163 STREET APTS, INC.
a Florida Corporation

Barbara Duran
Witness as to Alvarez

Cheryl Stuart
Witness as to Alvarez

Barbara Duran
Witness as to Spetko

Cheryl Stuart
Witness as to Spetko

BY: [Signature]
SANTIAGO ALVAREZ, President
Treasurer, Director and Stockholder

BY: [Signature]
MICHAEL SPETKO, Vice President
Secretary, Director and Stockholder

Comprising all of the Officers, Directors and
Stockholders of the Corporation
and executed on February 18, 2004

163 STREET APTS, LLC
a Florida Limited Liability Company

Barbara Duran
Witness as to Alvarez

Cheryl Stuart
Witness as to Alvarez

Barbara Duran
Witness as to Spetko

Cheryl Stuart
Witness as to Spetko

BY: [Signature]
SANTIAGO ALVAREZ, Member

BY: [Signature]
MICHAEL SPETKO, Member

Comprising 100% of the Membership of 163 STREET APTS, LLC
and executed on February 18, 2004