

104000012399

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Yra Silver

Office Use Only



500058663505

09/13/05--01002--024 **50.00

FILED
05 AUG 31 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marg Neal

*Rec'd.
8/31*

FF \$50

SILVER & SILVER

Attorneys at Law

MAX R. SILVER
IRA S. SILVER

MARYVEL DE CASTRO VALDES

108 S. MIAMI AVENUE, 2ND FLOOR
MIAMI, FLORIDA 33130

TELEPHONE (305) 374-4788

TELECOPIER (305) 358-6535

E-MAIL: SILVER-SILVER@MSN.COM

August 29, 2005

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger
The Place Via Clematis, LLC.
The Place Via Banyan, LLC

Gentlemen:

Enclosed you will find Articles of Merger and Plan of Merger for the referenced limited liability companies. The surviving entity is The Place Via Clematis, LLC. We include our check in the amount of \$50.00 representing your fee of \$25.00 per limited liability company.

After the merger has been filed, please provide this office with an acknowledgment in the enclosed stamped, self-addressed envelope.

Very Truly Yours,

SILVER & SILVER

Maryvel De Castro Valdes
Maryvel De Castro Valdes
MDCV/jcs

let1\Division of Corporations-Place Via Clematis merger

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. The Place Via Clematis, LLC 235 Altara Avenue Coral Gables, Florida 33146	Florida	LLC
Florida Document/Registration Number: L04000012399		FEI Number: 731695086
2. The Place Via Banyan, LLC 235 Altara Avenue Coral Gables, Florida 33146	Florida	LLC
Florida Document/Registration Number: L04000012139		FEI Number: 731695088
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

FILED
05 AUG 31 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Place Via Clematis, LLC	Florida	LLC
235 Altara Avenue		
Coral Gables, Florida 33146		

Florida Document/Registration Number: L04000012389

FEI Number: 731695086

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) /

Typed or Printed Name of Individual

The Place Via Clematis, LLC

Signature(s) _____

Pedro Villar

The Place Via Banyan, LLC

Rich

Pedro Villar

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Place Via Clematis, LLC and The Place Via Banyan, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Place Via Clematis, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

All of the rights and obligations of The Place Via Banyan, LLC are assumed by The Place Via Clematis, LLC.

(Attach additional sheet(s) if necessary)

FILED
05 AUG 31 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The interests, shares, obligations and other securities of the certificate holders of The Place Via Banyan, LLC will be exactly the same interests, shares, obligations and other securities as those certificate holders of The Place Via Clematis, LLC

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The rights to acquire interest and the payment of obligations of the certificate holders of The Place Via Banyan, LLC will be exactly the same as those rights to acquire interest and the payments of obligations of the certificate holders of The Place Via Clematis, LLC.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Gabriel Tarrau, 235 Altara Avenue, Coral Gables, Florida 33146; and
Pedro Villar, 235 Altara Avenue, Coral Gables, Florida 33146

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)