

Division of Corporations

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L04D000013140

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305) 357-5775
Fax Number : (305) 357-5534

MERGER OR SHARE EXCHANGE**BISCAYNE BEACH CLUB INVESTMENT PROPERTY, LLO**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$166.25

105.00

RECEIVED
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**ARTICLES OF MERGER
OF CK BISCAYNE BEACH, LLC and
CR BISCAYNE BEACH, LLC
INTO BEACH CLUB INVESTMENT PROPERTY, LLC**

THE UNDERSIGNED limited liability company formed and existing under and by virtue of the Chapter 608 of the Florida Limited Liability Company Act (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

	<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
[1]	Biscayne Beach Club Investment Property, LLC Document Number: L04000013140	Florida Tax ID Number: 03-0543123
[2]	CK Biscayne Beach, LLC Document Number: L04000034484	Florida Tax ID Number: 65-1226354
[3]	CR Biscayne Beach, LLC Document Number: L04000034960	Florida Tax ID Number: 65-1226358

SECOND: An Agreement and Plan of Merger has been unanimously approved and executed by the members and managers of Biscayne Beach Club Investment Property, LLC, CK Biscayne Beach, LLC and CR Biscayne Beach, LLC.

THIRD: The name of the surviving Florida limited liability company is Biscayne Beach Club Investment Property, LLC.

FOURTH: The merger of CK Biscayne Beach, LLC and CR Biscayne Beach, LLC into Biscayne Beach Club Investment Property, LLC shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Biscayne Beach Club Investment Property, LLC. The address of the principal place of business of Biscayne Beach Club Investment Property, LLC is c/o Fieldstone Lester Shear & Denberg, LLC, 201 Alhambra Circle, Suite 601, Coral Gables, Florida 33134.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by Biscayne Beach Club Investment Property, LLC on request and without cost, to any member of CK Biscayne Beach, LLC, CR Biscayne Beach, LLC and Biscayne Beach Club Investment Property, LLC.

Signatures on succeeding page

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IN WITNESS WHEREOF, the undersigned, being all of the members of Biscayne Beach Club Investment Property, LLC have caused these Articles of Merger to be duly signed, sealed, and delivered this 11th day of January, 2005.

BISCAYNE BEACH CLUB INVESTMENT PROPERTY, LLC,
a Florida limited liability company

By: Gatchouse Holdings, LLC,
a Florida limited liability company,
its sole member

By: 
Name: Maurice Cayon
Title: Manager

CK BISCAYNE BEACH, LLC, a Florida limited liability company

By: Caribe Kendall Corporation, a Florida corporation, its sole member

By: _____
Name: Carlos E. Martinez
Title: Manager

CR BISCAYNE BEACH, LLC, a Florida limited liability company

By: Caribe Rentals Corp.,
a Florida corporation,
its sole member

By: _____
Name: Carlos E. Martinez
Title: Manager

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IN WITNESS WHEREOF, the undersigned, being all of the members of Biscayne Beach Club Investment Property, LLC have caused these Articles of Merger to be duly signed, sealed, and delivered this 31st day of January, 2005.

**BISCAYNE BEACH CLUB INVESTMENT
PROPERTY, LLC,**

a Florida limited liability company

By: Gatehouse Holdings, LLC,
a Florida limited liability company,
its sole member

By: _____
Name: Maurice Cayon
Title: Manager

**CK BISCAYNE BEACH, LLC, a Florida limited
liability company**

By: Caribe Kendall Corporation, a Florida
corporation, its sole member

By: 
Name: Carlos E. Martinez
Title: Manager

**CR BISCAYNE BEACH, LLC, a Florida limited
liability company**

By: Caribe Rentals Corp.,
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By: 
Name: Carlos E. Martinez
Title: Manager

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated January 31, 2005, is made by and between BISCAYNE BEACH CLUB INVESTMENT PROPERTY, LLC, a Florida limited liability company ("Biscayne"), CR BISCAYNE BEACH, LLC, a Florida limited liability company ("CR") and CK BISCAYNE BEACH, LLC, a Delaware limited liability company ("CK").

WITNESSETH:

WHEREAS, the parties desire that CR and CK be merged with and into Biscayne, Biscayne being the surviving entity, in accordance with Chapter 608.438 et seq of the Florida Limited Liability Company Act (the "Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger and the Act, on the Effective Date (as defined below), CR and CK shall simultaneously be merged with and into Biscayne Beach Club Investment Property, LLC (the "Merger"), the separate existence of CR and CK shall cease, and Biscayne Beach Club Investment Property, LLC shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). CR, CK and Biscayne are collectively referred to herein as the "Constituent Entities."

2. The Merger shall become effective as of the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and beneficial interests held by the beneficiaries of CR and CK shall be automatically terminated and extinguished.

5. Biscayne will be the surviving entity and continue in existence.

6. The managers and members of CK, CR and Biscayne may amend or abandon this Plan of Merger, or the terms hereof, at any time prior to the filing of the Article of Merger.

7. The managers and members of CR and CK warrant that CR Biscayne Beach, LLC, a Florida limited liability company and CK Biscayne Beach, LLC, a Florida limited liability company, have no obligations, liabilities or debts contingent or otherwise, other than those being assumed by the Surviving Entity herein.

8. The manner and basis of converting the interests of each company into interests, obligations, or other securities of the Surviving Entity, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or

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other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interests of CR and CK shall, at the effective time of the merger, be canceled. The issued membership interests of Biscayne shall be issued as follows:

Gatehouse Holdings, LLC	66.67%
Caribe Kendall Corporation.	18.76%
Caribe Rentals Corp.	14.57%

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

**BISCAYNE BEACH CLUB INVESTMENT
PROPERTY, LLC,**

a Florida limited liability company

By: Gatehouse Holdings, LLC,
a Florida limited liability company,
its sole member

By: 
Name: Maurice Cayon
Title: Manager

CK BISCAYNE BEACH, LLC, a Florida limited
liability company

By: Caribe Kendall Corporation, a Florida
corporation, its sole member

By: _____
Name: Carlos E. Martinez
Title: Manager

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Title: Manager

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