

Sent by: STEARNS WEAVER

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Division of Corporations

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L04000014210

Florida Department of State  
Division of Corporations  
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Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

MERGER OR SHARE EXCHANGE

MASTERRA DORAL, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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\$85.00

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ARTICLES OF MERGER OF  
MAS ALT, LLC ✓ L04-34012  
WITH AND INTO  
MASTERRA DORAL, LLC ✓ L04-14210

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, MASTERRA DORAL, LLC, a Florida limited liability company, whose Certificate of Conversion, together with Articles of Organization were filed with the Florida Department of State on February 20, 2004 under Document No. L04000014210, as the Surviving Entity in a Merger, hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the entities which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are Mas Alt, LLC, a Florida limited liability company, whose Certificate of Conversion, together with Articles of Organization were filed with the Florida Department of State on MAY 4, 2004 under Document No. L04000034012 (the "**Merging Entity**"), and MasTerra Doral, LLC, a Florida limited liability company whose Articles of Organization were filed with the Florida Department of State on February 20, 2004 under Document No. L04000014210, the Surviving Entity in the Merger (the "**Surviving Entity**").

2. **Plan of Merger:** The plan of merger is set forth in an Agreement and Plan of Merger, dated as of MAY 11, 2004, between the Merging Entity and the Surviving Entity (the "**Agreement of Merger**"), a copy of which is attached hereto as Exhibit A.

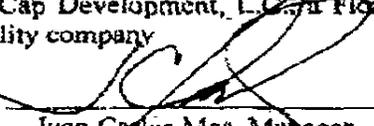
3. **Approval:** The Agreement of Merger was approved by all of the respective members of the Merging Entity and the Surviving Entity in accordance with the applicable provisions of the laws of the State of Florida.

4. **Effective Date:** The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida.

Dated the 11<sup>th</sup> day of MAY, 2004.

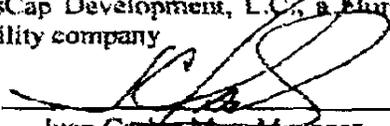
MASTERRA DORAL, LLC, a Florida limited liability company, acting by and through its sole member, to-wit:

MasCap Development, L.C., a Florida limited liability company

By:   
Juan Carlos Mas, Manager

MAS ALT, LLC, a Florida limited liability company, acting by and through its sole member, to-wit:

MasCap Development, L.C., a Florida limited liability company

By:   
Juan Carlos Mas, Manager

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "**Agreement**") is made and entered into this 11<sup>th</sup> day of May, 2004 by and between **Mas Alt, LLC**, a Florida limited liability company, whose Certificate of Conversion, together with Articles of Organization, were filed with the Florida Department of State on May 4, 2004 under Document No. L04000034012, with its principal office located at 800 Douglas Road, 12<sup>th</sup> Floor, Coral Gables, Florida 33134 (hereinafter referred to as the "**Merging Entity**"), and **MasTerra Doral, LLC**, a Florida limited liability company, whose Certificate of Conversion, together with Articles of Organization were filed with the Florida Department of State on February 20, 2004 under Document No. L04000014210 with its principal office located at 3155 N.W. 77<sup>th</sup> Avenue, Miami, Florida 33122 (hereinafter referred to as the "**Surviving Entity**").

**WITNESSETH:**

**WHEREAS**, the Merging Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, the all of the respective members of the Merging Entity and the Surviving Entity deem it advisable and in the best interests of the respective limited liability companies to have the Merging Entity merge with and into the Surviving Entity pursuant to this Agreement and the applicable provisions of the laws of the State of Florida;

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Entity and the Surviving Entity hereby agree as follows:

1. **MERGER**. The Merging Entity and the Surviving Entity agree that the Merging Entity shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving entity.
2. **EFFECTIVE DATE OF MERGER**. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida (the "**Effective Date**").
3. **SURVIVING ENTITY**. On and after the Effective Date of the Merger:

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(a) The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Company Act.

(b) The Merging Entity shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity.

4. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are as follows:

(a) The Operating Agreement of the Surviving Entity shall continue on and after the Effective Date as the Operating Agreement of the Surviving Entity.

5. **MANNER AND BASIS OF CONVERTING THE INTERESTS OF THE MEMBERS OF THE MERGING ENTITY.** The membership interests of the members of the Merging Entity shall be converted as follows:

(a) The membership interests of the sole member of the Merging Entity shall be canceled, and no membership interests in the Surviving Entity will be issued in respect thereof.

(b) The sole member of the Surviving Entity shall remain the sole member of the Surviving Entity.

(c) The Surviving Entity shall remain a member managed limited liability company. The name and address of the sole member is:

MasCap Development, LC  
800 Douglas Road, 12<sup>th</sup> Floor  
Coral Gables, Florida 33134

6. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by all of the respective members of the Merging Entity and the Surviving Entity. Subsequent to the execution of this Agreement by the duly authorized officers of the Merging Entity and the Surviving Entity, such officers of the Merging Entity and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the members of the Merging Entity and the members

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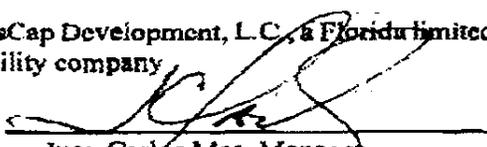
of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

**IN WITNESS WHEREOF**, Mas Alt, LLC and MasTerra Doral, LLC have caused this Agreement to be executed by their duly authorized officers as of the date first above written.

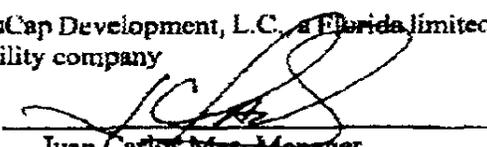
**MAS ALT, LLC**, a Florida limited liability company, the Merging Entity, acting by and through its sole member, to-wit:

MasCap Development, L.C., a Florida limited liability company

By:   
Juan Carlos Mas, Manager

**MASTERRA DORAL, LLC**, a Florida limited liability company, the Surviving Entity, acting by and through its sole member, to-wit:

MasCap Development, L.C., a Florida limited liability company

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