

L04000048763

(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:

Office Use Only



600076924566

FILED

06 AUG - 1 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2006 AUG - 1 PM 2:57

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 280703 7322169

AUTHORIZATION

COST LIMIT : \$ 105.00

ORDER DATE : August 1, 2006

ORDER TIME : 1:50 PM

ORDER NO. : 280703-005

CUSTOMER NO: 7322169

FILED
06 AUG - 1 AM 9:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER

TORRES NO. 2 LLC

INTO

TORRES NO. 1 LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

2430

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.438, Florida Statutes.

First: The name and jurisdiction of the **surviving** company:

<u>Name</u>	<u>Jurisdiction</u>
Torres No. 1 LLC	Florida

Second: The name and jurisdiction of each **merging** company:

<u>Name</u>	<u>Jurisdiction</u>
Torres No. 2 LLC	Florida

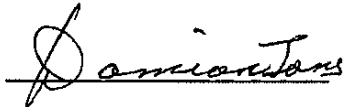

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective August 1, 2006.

Fifth: Adoption of Plan of Merger by **merging** and **surviving** companies:

The Plan of Merger was adopted by the Members of the merging company and by the Members of the surviving company on July 20, 2006.

Seventh: SIGNATURES FOR EACH COMPANY

<u>Name of Company</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
TORRES NO. 1 LLC		Damian Torres, Member
TORRES NO. 2 LLC		Susana Torres, Member

FILED
06 AUG - 1 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 608.438, Florida Statutes.

1. The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>
Torres No. 1 LLC	Florida

L04000048763

2. The name and jurisdiction of the merging company:

<u>Name</u>	<u>Jurisdiction</u>
Torres No. 2 LLC	Florida

L04000048765

3. The total number of Membership Interests which the surviving company has issued is 100. The total number of Membership Interests which the merging company has issued is 100.

4. Upon the Effective Date, the merging company shall be merged into the surviving company. Each membership interest in the merging company shall be converted into one (1) member interest in the surviving company on the Effective Date without the necessity of any action of the part of the holder thereof.

5. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective on August 1, 2006 (the "Effective Date").

(D) Board of Directors Approvals. The Members of the surviving corporation and the merging corporation have approved this Plan of Merger and the filing of the Articles of Merger and any other documents or certificates with the Florida Department of State, each

by Written Consent dated July 20, 2006.

(E) Articles of Incorporation. The Articles of Organization of the surviving company in effect currently and at and as of the Effective Date will remain the Articles of Organization of the surviving corporation without any modification or amendment in the merger.

(F) Operating Agreement. The Operating Agreement of the surviving corporation in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving corporation without any modification or amendment in the merger.

(G) Officers and Directors. The officers of the surviving company shall be those persons who were the officers of the surviving corporation immediately prior to the Effective Date and shall remain the officers of the surviving corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. The surviving company shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.