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Division of Corporations

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**L04000056105**

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

Gatehouse Sunshadow, LLC

Certificate of Status	0
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50.00  
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**ARTICLES OF MERGER**  
**OF**  
**GATEHOUSE SUNSHADOW, LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**  
  
**AND**  
**CARIBE SUNSHADOW LLC**  
**(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)**

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

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gatehouse Sunshadow, LLC 3822 W. 12 <sup>th</sup> Avenue Hialeah, FL 33012	Florida	profit limited liability company
Florida Document/Registration Number: L04000056105		FBI Number: 20-1423789

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Caribe Sunshadow LLC 11755 S.W. 90 <sup>th</sup> Street, Suite 210 Miami, FL 33173	Florida	profit limited liability company
Florida Document/Registration Number: L04000052223		FBI Number: 20-1419321

**THIRD:** The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

**FOURTH:** The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

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**FIFTH: Adoption of Merger by the Surviving Company:**

The Plan of Merger was adopted by the sole member of the surviving company on SEPTEMBER 11, 2006.

**SIXTH: The attached Plan of Merger was approved by all business entities that are parties to the merger in accordance with the provisions of the Florida Limited Liability Company Act.**

**SEVENTH: Adoption of Merger by the Merging Company:**

The Plan of Merger was adopted by the members of the merging company on SEPTEMBER 11, 2006.

**SEVENTH: SIGNATURE(S):**

Dated: SEP 11, 2006.

Gatehouse Sunshadow, LLC, a Florida limited liability company

By: [Signature]  
Name: RONALD R. HELDSTING  
Title: AUTHORIZED REPRESENTATIVE

Caribe Sunshadow LLC, a Florida limited liability company

By: [Signature]  
Carlos E. Martinez, President

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### PLAN OF MERGER

**FIRST:** The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

Gatehouse Sunshadow, LLC 3822 W. 12 <sup>th</sup> Avenue Hialeah, FL 33012	Florida	profit limited liability company
Florida Document/Registration Number: L04000056105		FEI Number: 20-1423789

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Caribe Sunshadow LLC 11755 S.W. 90 <sup>th</sup> Street, Suite 210 Miami, FL 33173	Florida	profit limited liability company
Florida Document/Registration Number: L04000052223		FEI Number: 20-1419321

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

1. The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner proscribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner proscribed by the provisions of the Florida Limited Liability Company Act.

3. The managers of the surviving company at the effective time and date of the merger shall be as set forth in paragraph Sixth below, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

4. All liabilities of the merging company shall become the responsibility of the surviving company.

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5. Pursuant to the provisions of the Florida Limited Liability Company Act, the surviving and merging companies shall be merged with and into a single company, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Florida Limited Liability Company Act.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, 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 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 interest of the merging (terminating) company shall, at the effective time of the merger, be cancelled. A one-third membership interest of the surviving company shall be issued to the members of the merging company in the same proportion as such members currently own in the merging company.

FIFTH: The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The name and address of the managers of the surviving company is as follows:

Carlos E. Martinez  
11755 S.W. 90<sup>th</sup> Street  
Miami, FL 33173

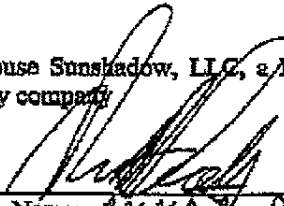
Maurice Cayon  
3822 W. 12<sup>th</sup> Avenue  
Hialeah, FL 33012

Thomas Cabrero  
6340 Sunset Drive  
Miami, FL 33143

Dated: SEPT. 11<sup>th</sup>, 2006.

Gatchouse Sunshadow, LLC, a Florida limited liability company

By:

  
Name: ROGELIO R. PIEDRA  
Title: AUTHORIZED REPRESENTATIVE

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Caribe Sunshadow LLC, a Florida limited liability company

By:   
Carlos E. Martinez, President

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