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Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
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Account Name : BAKER & MCKENZIE  
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MERGER OR SHARE EXCHANGE

CATILLON, LLC

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<b>Date</b>	November 30, 2004	<b>Phone</b>		<b>Fax</b>	
<b>To:</b>	Ms. Tammi Cline, Document Specialist Florida Department of State Division of Corporations	850 245 6020		850 205 0380	
<b>From:</b>	Erick S. Magno #01766	305 789 8939		305 789 8953	
<b>Client/Matter No.</b>	50168990.000001				
<b>Re</b>	Gerry Couch - Catillon, LLC				
<b>Pages (w/cover)</b>	-10-				

Dear Ms. Cline,

Attached please find a copy of your letter of instructions. The original document is being re-faxed to you now with the Plan of Merger attached, which was missing in yesterday's filing. We trust this is all the information you require to complete the filing of the Articles of Merger with yesterday's date. Attached also please find the requested copy of the electronic cover sheet originally used for this filing.

Kindly contact this office if you have any questions.

Carmen J. Lelva  
Assistant to Erick S. Magno  
Mellon Financial Center  
Baker & McKenzie LLP  
1111 Brickell Avenue  
Suite 1700  
Miami, Florida 33131 USA

Email: carmen.lelva@bakernet.com  
Phone: +1 305 789-8928  
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www.bakernet.com

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TALLAHASSEE, FLORIDA

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 30, 2004

CATILLON, LLC  
50 W. MASHTA DRIVE, #4  
KEY BISCAYNE, FL 33149

SUBJECT: CATILLON, LLC  
REF: L04000060846

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H04000235486  
Letter Number: 004A00066995

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TALLAHASSEE, FLORIDA

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## ARTICLES OF MERGER

OF

Catillon Property, Inc.,  
a Florida corporation

AND

Catillon, LLC,  
a Florida limited liability company

Pursuant to sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4381 of the Florida Limited Liability Company Act (the "Act"), Catillon Property, Inc., a Florida corporation, (the "Merging Corporation"), and Catillon, LLC, a Florida limited liability company, (the "Surviving Company") adopted on the 29 day of Nov, 2004, the following Articles of Merger for the purpose of effecting a merger in accordance with the FBCA and the Act and hereby certify as follows:

**FIRST:** That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Catillon Property, Inc. 103 N. Meridian Street, Lower Level Tallahassee, FL 32301 Florida Document/ Registration Number: P01000054013	Florida	Corporation

**SECOND:** That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Catillon, LLC 50 W. Mashta Dr. #4, Key Biscayne, FL 33149 Florida Document/ Registration Number: L04000060846	Florida	Limited liability company

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**THIRD:** The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with Chapter 607 of the FBCA and Chapter 608 of the Act.

**FOURTH:** Pursuant to Sections 607.1103 and 607.1108 of the FBCA, and Section 608.4381 of the Act, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Directors of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on November 21, 2004.

**FIFTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

**SIXTH:** The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

**IN WITNESS WHEREOF**, the undersigned have caused these Articles of Merger to be duly executed this 21 day of November, 2004.

Catillon Property, Inc., a Florida  
corporation



By: \_\_\_\_\_  
Name: Martyn E Russell- Director

Catillon, LLC,  
a Florida limited liability company

By: \_\_\_\_\_  
Ricardo J. Martinez, Manager

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
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**THIRD:** The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with Chapter 607 of the FBCA and Chapter 608 of the Act.

**FOURTH:** Pursuant to Sections 607.1103 and 607.1108 of the FBCA, and Section 608.4381 of the Act, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Directors of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on November 21, 2004.

**FIFTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

**SIXTH:** The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 29 day of November, 2004.

Catillon Property, Inc., a Florida  
corporation

By: \_\_\_\_\_  
Name: Martin C. Porter, President

Catillon, LLC,  
a Florida limited liability company

By: Ricardo J. Martinez  
Ricardo J. Martinez, Manager

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## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between Catillon Property, Inc., a Florida corporation (the "Merging Corporation"), and Catillon, LLC, a Florida limited liability company (the "Surviving Company"), for the purpose of merging the Merging Corporation with and into the Surviving Company (the "Merger").

NOW, THEREFORE, the Merging Corporation and the Surviving Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and by Section 608.4381 of the Florida Limited Liability Company Act (the "FLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Surviving Company. Immediately thereafter, the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of the FLLCA and the FBCA (the "Effective Date"). The Merger was approved by Surviving Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of the Surviving Company have consented to the Merger.

2. Governing Documents. The Operating Agreement of the Surviving Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Surviving Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be Catillon, LLC.

5. Addresses. The address of Merging Corporation is 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301. The address of the Surviving Company is and shall be maintained at 50 W. Mashta Drive #4, Key Biscayne, Florida 33149.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 50 W. Mashta Drive #4, Key Biscayne, Florida 33149. The name of Registered Agent of the Company at that address shall continue to be Ricardo J. Martinez.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges.

powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the shares of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Company. No other shares or interests of Merging Corporation are outstanding at the time of the Merger.

(b) Pursuant to Section 607.1301 of the FBCA, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Plan and Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The name and address of the manager of the Surviving Company is as follows:

Ricardo J. Martinez  
50 W. Mashta Drive #4  
Key Biscayne, FL 33149.

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Corporation and by all of the members and the Board of Managers of the Surviving Company.



14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on 21st ~~November~~ November, 2004.

Catillon, LLC, a Florida limited liability company

By: \_\_\_\_\_  
Name: Ricardo J. Martinez  
Title: Manager

Catillon Property, Inc., a Florida corporation

By: M. E. Russell  
Name: Martyn E. Russell  
Title: Director

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14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on November 21, 2004.

Catillon, LLC, a Florida limited liability company

By:

Ricardo J. Martinez  
Name: Ricardo J. Martinez  
Title: Manager

Catillon Property, Inc., a Florida corporation

By:

Martin C. Porter  
Name: Martin C. Porter  
Title: President

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