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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. O'Brien OCT 3 - 2008



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September 29, 2008

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Merger/Martinez Celaya, Inc and Madrid Holdings LLC

Dear Sir or Madam:

Enclosed please find original of the Certificate of Merger for Merger of California Corporation into Florida Limited Liability Company, along with the filing fee in the amount of \$60.00. I have also enclosed a copy of the Certificate of Merger that I request you to date stamp and return to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please contact me.

Very truly yours,

Eugene F. Pollingue, Jr.

EP:mj

Enclosure

**CERTIFICATE OF MERGER
FOR
MERGER OF CALIFORNIA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE FLORIDA**

The following Certificate of Merger is submitted to merge the following California Corporation into the following Florida Limited Liability Company in accordance with s. 1113 of the California Corporations Code and s. 608.4382 of the Florida Statutes.

FIRST: The exact name, form/entity type, jurisdiction and document number for each merging (disappearing) party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document No.</u>
Martinez Celaya, Inc.	California	Corporation	C3085123

SECOND: The exact name, form/entity type, jurisdiction and document number of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document No.</u>
Madrid Holdings LLC	Florida	Limited Liability Company	L04000061554

THIRD: The attached plan of merger was approved by Madrid Holdings LLC by all of its members and all of its managers on September 18, 2008, which fulfills the requirements for approval of a merger by a limited liability company under the applicable provisions of Chapter 608 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by Martinez Celaya, Inc. by all of its Board of Directors and shareholders on September 18, 2008, said shareholders holding 2,000 shares of common stock in said corporation, which represents all of the corporation's outstanding stock, which fulfills the requirements for approval of a merger of a corporation into a limited liability company under the applicable provisions of the California Corporations Code.

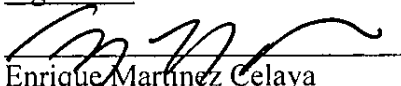
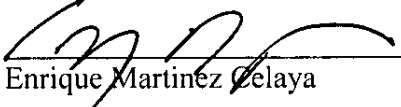
FIFTH: The effective date of the merger shall be the date the Certificate of Merger is filed with the Florida Department of State.

SIXTH: Statutory authority under which the surviving party is authorized to effect the merger:

FLORIDA STATUTES §608.4382

SEVENTH: The merger was approved by the merging (disappearing) party in accordance with the applicable laws of California, where the merging (disappearing) party is organized.

EIGHTH: Signature(s) for Each Party:

<u>Name</u>	<u>Signatures</u>	<u>Title Of Individual</u>
Martinez Celaya, Inc.	 Enrique Martinez Celaya	President and Secretary
Madrid Holdings LLC	 Enrique Martinez Celaya	Sole Manager and Member, Authorized Representative

PLAN/AGREEMENT OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging (disappearing) party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Martinez Celaya, Inc.	California	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Madrid Holdings LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows: **NONE.**

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged (disappearing) party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The same individual owns all outstanding stock of the merging (disappearing) party and all of the membership interests of the surviving party. There are no other outstanding securities of either of the parties to the merger. Consequently, all outstanding stock of the merging (disappearing) party shall be cancelled and the owner of the surviving party shall continue to own his membership interest in the surviving party without the necessity of issuing any new membership interests in the surviving party.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged (disappearing) party into right to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Not Applicable.

FIFTH: Any statements that are required by the laws under which each other business entity if formed, organized, or incorporated are as follows: **NONE**

SIXTH: Other provisions, if any, relating to the merger are as follows: **NONE**

[END OF PLAN/AGREEMENT OF MERGER]

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TALLAHASSEE FLORIDA