

LD4000063129

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

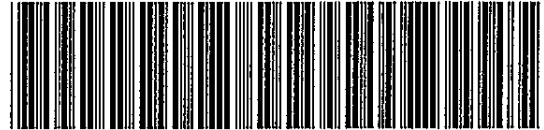
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LD4-63129

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11 May 2005

Department of State
Division of Corporations
409 East Gainer Street
Tallahassee, FL 32399

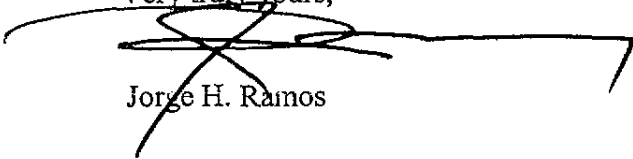
RE: Articles of Mercer for Milebella, LLC and AM Holdings, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Merger of Milebella, LLC and AM Holdings, LLC, together with our check #1616 to your order in the amount of \$80.00 representing the filing and certified copy fees thereof. Please forward the certified copy to our office.

Thank you for your prompt assistance in this matter.

Very truly yours,


Jorge H. Ramos

JHR/cg
Encs.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 23, 2005

ORSHAN, LITHMAN, SEIDEN, RAMOS, HATTON & HUESMANN, LLP
150 ALHAMBRA CIRCLE
SUITE 1150
CORAL GABLES, FL 33134

SUBJECT: MILEBELLA INVESTMENTS, LLC
Ref. Number: L04000063129

We have received your document for MILEBELLA INVESTMENTS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 205A00036959

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This instrument prepared by:
Jorge H. Ramos, P.A.
150 Alhambra Circle
Suite 1150
Coral Gables, Florida 33134

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ARTICLE OF MERGER

Pursuant to Section 608.4382, Florida Statutes, the following limited liabilities companies, more particularly described herein, hereby make, acknowledge and file this Article of Merger (the "Article") and the attached Articles of Organization, merging the two limited liability companies, as states as follows:

1. The purpose of the business of the Merger is the ownership and development of the properties legally described in Exhibit "A" attached hereto.

2. The exact names and addresses of the principal office, jurisdiction and entity for each merging company are as follows:

a. Milebella Investments, LLC, a Florida limited liability company, located at 1000 Brickell Avenue, Suite 710, Miami, Florida 33131. Registered with the Secretary of State of Florida under document registration number L04000063129 and having FEI number 20-161-8870, a copy of the Articles of Organization is attached hereto as Exhibit "B".

b. AM Holdings, LLC, a Florida limited liability company, located at 1111 Lincoln Road, Suite 400, Miami Beach, Florida 33139. Registered with the Secretary of State of Florida under document number L03000038767 and having FEI number 20227455, a copy of the Articles of Organization is attached hereto as Exhibit "C".

3. The name and address of the surviving company is :

a. Milebella Investments, LLC, a Florida limited liability company, located at 1000 Brickell Avenue, Suite 710, Miami, Florida 33131. Registered with the Secretary of State of Florida under document registration number L04000063129 and having FEI number 20-161-8870.

4. The merger was approved by each limited liability company that is a party to this Article and the written approval of all the members of such limited liability companies who, as a result of the merger, became members of the surviving company has been obtained pursuant to Section 608.4381 (2) Florida Statutes.

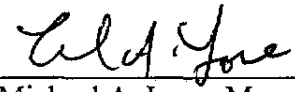
5. The merger shall not affect any obligation of the members related to the limited liability companies prior to the merger. Further, upon the date the effective date of the merger, all property of the merging companies, legally described in Exhibit "C" attached hereto, shall be vested in Milebella Investments, LLC, a Florida limited liability company.

6. The merger of the companies will become effective upon the filing of this Article of Merger with the Department of State.

The undersigned affirm under penalty of perjury that the facts stated herein are true.

IN WITNESS HEREOF, the undersigned have hereunto affixed their signature to the foregoing as of 29 April 2005, in accordance with Section 608.439, Florida Statutes.


Steven J. Perricone, Managing Member


Michael A. Love, Managing Member

MILEBELLA ARTICLES OF MERGER

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PLAN OF MERGER

EXHIBIT "A"

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TALLAHASSEE, FLORIDA

Legal Description:

- Parcel "A": Lots 3 and 4, Block 1, KNIGHT'S ADDITION TO LEMON CITY, according to the Plat thereof, as recorded in Plat Book "A", Page 26, Public Records of Miami-Dade County, Florida.

Folio #: 01-3218-039-0030

- Parcel "B": Lot 2, Block 1, of KNIGHT'S ADDITION TO LEMON CITY, according to the Plat thereof, as recorded in Plat Book "A", Page 26, Public Records of Miami-Dade County, Florida.

Folio #: 01-3218-039-0020

- Parcel "C": Lot 69 and the West 1/2 of the 25 foot alley adjacent and East thereto, less and except the South 4 feet thereof, all in WHITE'S PLAT OF LEMON CITY, according to the Plat thereof, as recorded in Plat Book "B", Page 32, Public Records of Miami-Dade County, Florida.

Folio #: 01-3218-030-0320

- Parcel "D": Lot 1 less the West 20 Ft. of Block 1 of KNIGHT ADDITION TO LEMON CITY, according to the Plat thereof, as recorded in Plat Book "A" at Page 26 of the Public Records of Dade County, Florida,

and

Lot 67 less the West 30 Ft. and Lot 68 less the South 4 Ft. of the East 11 Ft. thereof of WHITES ADDITION TO LEMON CITY, according to the Plat thereof as recorded in Plat Book B at Page 32 of the Public Records of Dade County, Florida.

Less

A portion of Lots 67 and 68, WHITES LEMON CITY, according to the plat thereof as recorded in Plat Book "B", Page 32 of the Public Records of Miami-Dade County, Florida, lying in the Southeast one-quarter (S. E. 1/4) of Section 18, Township 53 South, Range 42 East, Miami-Dade County, Florida, being more particularly described as follows:

BEGIN at the point of intersection of the South line of said Lot 67 and the East right-of-way line of State Road No. 5 (Biscayne Boulevard/US No. 1) as shown on Sheet 10 of 13 of the Florida Department of Transportation Right-of-Way Maps for Section 87030, Financial Project No. 2502241 as approved on June 30, 2000; and filed for Records at the Office of Right of Way Surveying and Mapping of the State of Florida Department of Transportation-District Six; thence North 02E21'31" West, along the East right-of-way line of said State Road 5, for 7.548 meters (24.76 feet), to a point of cusp of a tangent circular curve, concave to the Northeast, having a radius of 7.600 meters (24.93 feet); thence from a tangent bearing of South 02E21'31" East,

Southeasterly along said curve to the left, through a central angle of 89E36'20", for an arc length of 11.866 meters (39.00 feet), to a point of Intersection with the South line of said Lot 68; thence South 88E02'09" West, along the South line of said Lots 68 and 67, for 7.548 meters (24.76 feet) to the POINT OF BEGINNING.

Containing an area of 12.2 square meters (131 square feet), more or less.

TOGETHER WITH:

A portion of Lot 1, Block 1, KNIGHTS ADDITION TO LEMON CITY, according to the plat thereof as recorded in Plat Book "A", Page 26 of the Public Records of Miami-Dade County, Florida, lying in the Northeast one-quarter (N.E. 1/4) of Section 18, Township 53 South, Range 42 East, Miami-Dade County, Florida, being more particularly described as follows:

BEGIN at the point of intersection of the North line of said Lot 1 with the East right-of-way line of State Road No. 5 (Biscayne Boulevard/US No. 1) as shown on Sheet 10 of 13 of the Florida Department of Transportation Right-of-Way Maps for Section 87030, Financial Project No. 2502241, as approved on June 30, 2000, and filed for Records at the Office of Right of Way Surveying and Mapping of the State of Florida Department of Transportation-District Six; thence North 87E56'04" East, along the North line of said Lot 1, for 4.301 meters (14.11 feet) to a point of Intersection of a non-tangent circular curve, concave to the Southeast, having a radius of 7.600 meters (24.93 feet); thence from a tangent bearing of South 66E43'15" West, Southwesterly along said curve to the left, through a central angle of 46E27'14", for an arc length of 6.162 meters (20.22 feet) to a point of non-tangent intersection with the East right-of-way line of said State Road 5; thence North 02E21'31" West, along said East right-of-way line for 4.197 meters (13.77 feet) to the POINT OF BEGINNING.

Folio #'s: 01-3218-039-0010 & 01-3218-030-0310

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