

L04000065866

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# CAPITAL.CONNECTION, INC.

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Asatecah Lakes Office  
Park D + F, LLC

File 1st

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- ✓ \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ✓ \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 28, 2005

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: HIALEAH LAKES OFFICE PARK D & F, LLC  
Ref. Number: L04000065866

**FILED**  
05 NOV 28 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

We have received your document for HIALEAH LAKES OFFICE PARK D & F, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED the \$80.00 payment for the merger and the payments for the two Florida corporations which will be filed AFTER the merger is filed. We are also retaining the documents for the two corporations.

The merger documents must contain a statement listing the names and addresses of the the MANAGING MEMBERS or MANAGERS of the surviving LLC.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 205A00069259

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

**RECEIVED**  
05 NOV 29 AM 11:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**Hialeah Lakes Office Park A & C, LLC**  
**a Florida Limited Liability Company**  
**into**  
**Hialeah Lakes Office Park D & F, LLC**  
**a Florida Limited Liability Company**

**FILED**  
05 NOV 28 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER** between **HIALEAH LAKES OFFICE PARK A & C, LLC**, a Florida limited liability company, and **HIALEAH LAKES OFFICE PARK D & F, LLC**, a Florida limited liability company.

The following Articles of Merger are being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST**: The exact name, street address of its principal office, jurisdiction, and entity type of the **merging** party is as follows:

Hialeah Lakes Office Park A & C, LLC  
262 Atlantic Avenue, Unit 602  
Sunny Isles, Florida 33160  
**Jurisdiction:** Florida  
**Entity Type:** Limited Liability Company  
**Florida Document/ Registration Number:** L04000033870  
**FEI Number:** 201117940

**SECOND**: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party is as follows:

Hialeah Lakes Office Park D & F, LLC  
262 Atlantic Avenue, Unit 602  
Sunny Isles, Florida 33160  
**Jurisdiction:** Florida  
**Entity Type:** Limited Liability Company  
**Florida Document/ Registration Number:** L04000065866  
**FEI Number:** 270108862

The Manager of the surviving party is: Adalberto Pascual  
Address: 13990 SW 97<sup>th</sup> Avenue, Miami, FL 33176

**THIRD**: The attached Plan of Merger is incorporated by reference as if fully set forth herein and meets the requirements of section(s) 608.438, Florida Statutes, and was approved by Hialeah Lakes Office Park A & C, LLC and Hialeah Lakes Office Park D & F, LLC in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The merger is not prohibited by the Operating Agreement (Regulations) or Articles of Organization of Hialeah Lakes Office Park A & C, LLC nor is it prohibited by the Operating Agreement (Regulations) or Articles of Organization of Hialeah Lakes Office Park D & F, LLC.

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

IN WITNESS WHEREOF, these Articles of Merger are executed by the parties hereto on this 23 day of November, 2005.

**Merging Party**

**Hialeah Lakes Office Park A & C, LLC**  
a Florida limited liability company

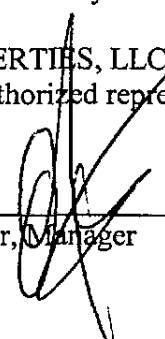
By: LANDAQ, INC., a Florida corporation  
A member or authorized representative of a member

By:   
Adalberto Pascual, President

**Surviving Party**

**Hialeah Lakes Office Park D & F, LLC**  
a Florida limited liability company

By: ASF PROPERTIES, LLC, a Florida limited liability company  
A member or authorized representative of a member

By:   
Arie J Steiger, Manager

## PLAN OF MERGER

merging

**HIALEAH LAKES OFFICE PARK A & C, LLC**  
A Florida Limited Liability Company

into

**HIALEAH LAKES OFFICE PARK D & F, LLC**  
A Florida Limited Liability Company

The following Plan of Merger which was adopted and approved by **HIALEAH LAKES A & C, LLC** and **HIALEAH LAKES OFFICE PARK D & F, LLC** in accordance with section 608.4381 and is being submitted in accordance with section 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hialeah Lakes Office Park A & C, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hialeah Lakes Office Park D & F, LLC	Florida

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

Hialeah Lakes Office Park A & C, LLC shall merge into Hialeah Lakes Office Park D & F, LLC and upon the filing of the Articles of Merger with the Florida Department of State, Hialeah Lakes Office Park A & C, LLC shall cease to exist.

The surviving party shall be Hialeah Lakes Office Park D & F, LLC

By virtue of the merger, Hialeah Lakes Office Park D & F, LLC shall succeed to the property interests of Hialeah Lakes Office Park A & C, LLC.

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or

in part, into cash or other property are as follows:

Upon the effective date of the Merger, the current members of Hialeah Lakes office Park A & C, LLC (the Merging Party) shall have issued to them such Membership Certificates of Hialeah Lakes office Park D & F, LLC (the Surviving Party) evidencing their ownership of a 77.7776% membership interest (in the aggregate) of the Surviving Party subsequent to the Merger. Thereafter, profits and losses of the Surviving Party shall be allocated amongst its members pursuant to its Operating Agreement which may be disproportionate to their percentage of ownership of such membership interests.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

**Not applicable**

**FIFTH:**

Other provisions, if any relating to the merger:

- A. **Surviving Party.** On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchise, and interests of Hialeah Lakes Office Park A & C, LLC and all of its property, real, personal, and mixed, and all of its debts due on whatever account, as well as all choses in action belonging to it, shall be vested in Hialeah Lakes Office Park D & F, LLC as the surviving party, without further act or deed; and all claims, demands, property, and every other interest shall be as effectually the property of Hialeah Lakes Office Park D & F, LLC as the surviving party as they were of Hialeah Lakes Office Park A & C, LLC and shall not be deemed to revert or to be in any way impaired by reason of the merger but shall be vested in Hialeah Lakes Office Park D & F, LLC.
- B. **Further Documents.** To the extent permitted by law, from time to time, as and when requested by Hialeah Lakes Office Park D & F, LLC or by its successors or assigns, Hialeah Lakes Office Park A & C, LLC shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as Hialeah Lakes Office Park D & F, LLC may deem necessary or desirable, in order to vest in and confirm to Hialeah Lakes Office Park D & F, LLC title to, and possession of, any property Hialeah Lakes Office Park D & F, LLC acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the managing member(s) or manager(s) of Hialeah Lakes Office Park A & C, LLC and the managing member(s) or manager(s) of Hialeah Lakes Office Park D & F, LLC are fully authorized, in the name of Hialeah Lakes Office Park A & C, LLC or otherwise, to take any and all such action.
- C. **Termination.** At any time before the merger contemplated by this Plan of Merger becomes effective, this Plan may be terminated and the Merger abandoned by mutual consent of Hialeah Lakes Office Park A & C, LLC and Hialeah Lakes Office Park D & F, LLC.

**Signatures and Acknowledgement on Page Following**

IN WITNESS WHEREOF, this Plan of Merger is executed by the parties hereto on this 23 day of November, 2005.

**MERGING PARTY:**

**Hialeah Lakes Office Park A & C, LLC**  
a Florida limited liability company

By: **AJS Properties, Inc., a Florida corporation**  
Manager

By: [Signature]  
Arie J. Steiger, President

**SURVIVING PARTY:**

**Hialeah Lakes Office Park D & F, LLC**  
a Florida limited liability company

By: [Signature]  
Adalberto M. Pascual, Manager

STATE OF FLORIDA  
COUNTY OF MIAMI – DADE

23 The foregoing instrument was acknowledged before me, in the County and State aforesaid, this day of November, 2005 by Arie J Steiger as President of AJS Properties, Inc. as the Manager of Hialeah Lakes Office Park A & C, LLC a Florida Limited Liability Company, with due and full corporate and company authority and by Adalberto M. Pascual as the Manager of Hialeah Lakes Office Park D & F, LLC, a Florida Limited Liability Company with due and full company authority, who are personally known by me or who have produced \_\_\_\_\_ as identification and who did not take an oath.

[Signature]  
Notary Public

Print: \_\_\_\_\_

State of Florida at Large

My commission expires:



DAVID FABIAN HANNAN  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD386196  
EXPIRES 12/4/2009  
BONDED THRU 1-888-NOTARY1