

10/26/04 10:15 AM 305 357 5534

F L S D ATTORNEY

001,005

Division of Corporations

Page 1 of 1

L04006067379

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H04000213689 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205 0380

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG  
Account Number : I19990000180  
Phone : (305) 357-5775  
Fax Number : (305) 357-5534

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 OCT 26 AM 8:26

FILED

**MERGER OR SHARE EXCHANGE**

**25TH STREET INVESTMENT PROPERTY, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

Electronic Filing Menu

Corporate Filing

Public Access Help

. (((H04000213689 3)))

**ARTICLES OF MERGER**  
**OF**  
**25<sup>th</sup> STREET INVESTMENT PROPERTY, LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**

**AND**  
**25<sup>th</sup> STREET PARTNERS, INC.**  
**(TERMINATING DOMESTIC CORPORATION)**

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
25 <sup>th</sup> Street Investment Property, LLC 9750 N.W. 25 <sup>th</sup> Street Miami, Florida 33172	Florida	profit limited liability company
Florida Document/Registration Number: L04000067379		FBI Number: N/A

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
25 <sup>th</sup> STREET PARTNERS, INC. 201 Alhambra Circle, Suite 601 Miami, FL 33134	Florida	profit corporation
Florida Document/Registration Number: P98000015165		FBI Number: 650812884

**THIRD:** The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

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

(((H04000213689 3)))

FILED  
 OCT 26 AM 8:26  
 TALLAHASSEE, FLORIDA  
 CLERK OF COURT

•(((H04000213689 3))

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

The Plan of Merger was adopted by the members of the surviving company OCTOBER  
27, 2004.

**SIXTH:** Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on OCTOBER 27, 2004, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on OCTOBER 27, 2004.

**SEVENTH:** SIGNATURE(S):

Dated: OCTOBER 27, 2004.

25<sup>th</sup> STREET INVESTMENT PROPERTY, LLC,  
a Florida limited liability company

By: 

Manuel Fernandez, Manager

25<sup>th</sup> STREET PARTNERS, INC., a Florida  
corporation

By: 

Ronald R. Fieldstone, Secretary

FILED  
OCT 26 AM 8 26  
TAMPA, FL 33601

. (((H04000213689 3)))

**PLAN OF MERGER**

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

**FIRST:** The name, 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>
25 <sup>th</sup> Street Investment Property, LLC 9750 N.W. 25 <sup>th</sup> Street Miami, Florida 33172	Florida	profit limited liability company

Florida Document/Registration Number: L04000067379      FEI Number: N/A

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
25 <sup>th</sup> STREET PARTNERS, INC. 201 Alhambra Circle, Suite 601 Miami, FL 33134	Florida	profit corporation

Florida Document/Registration Number: P98000015165      FEI Number: 650812884

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

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed 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 prescribed by the provisions of the Florida Limited Liability Act.
3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, 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.

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

**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

(((H04000213689 3)))

FILED  
 04 OCT 26 AM 8:26  
 SEUM, IAN T. C. 3884  
 ALLAHASSEE, FLORIDA

((H04000213689 3))

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 share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

**FIFTH:** The names and addresses of the manager(s) of the surviving company are as follows:

Manuel Fernandez  
9750 N.W. 25<sup>th</sup> Street  
Miami, Florida 33172

Dated: OCTOBER 22, 2004.

25<sup>th</sup> STREET INVESTMENT PROPERTY, L.L.C.,  
a Florida limited liability company

By: \_\_\_\_\_

Manuel Fernandez, Manager

25<sup>th</sup> STREET PARTNERS, INC., a Florida  
corporation

By: \_\_\_\_\_

Ronald R. Fieldstone, Secretary

\\CLIBRARY\CL\25th Street\Doc\art\merge\25th Street Partners.wpd

FILED  
OCT 26 AM 8:26  
CLERK OF COURT  
JANUARY 10, 2005  
TALLAHASSEE, FLORIDA

((H04000213689 3))