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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 126180 7199649

AUTHORIZATION :

*Patricia Pizoto*

COST LIMIT : \$ 80.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 5, 2005

ORDER TIME : 9:35 AM

ORDER NO. : 126180-010

CUSTOMER NO: 7199649

CUSTOMER: Ms. Arlene Rasile  
Hunton & Williams  
Suite 2500, Barclays Financial  
Center 1111 Brickell Ave  
Miami, FL 33131

ARTICLES OF MERGER

CHARLESTON FINANCIAL CENTER  
LLC

INTO

CHARLESTON FINANCIAL CENTER  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea ext. 2914

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ARTICLES  
OF MERGER  
OF  
CHARLESTON FINANCIAL CENTER LLC,  
a Florida Limited Liability Company  
WITH AND INTO  
CHARLESTON FINANCIAL CENTER LLC  
a Delaware Limited Liability Company**

**(PURSUANT TO THE  
LIMITED LIABILITY COMPANY ACT OF THE STATE OF DELAWARE  
AND  
THE LIMITED LIABILITY COMPANY ACT OF THE STATE OF FLORIDA)**

**A.**

**MERGER**

1. The name and state of organization of each of the constituent companies are:
  - (a) Charleston Financial Center LLC , a Delaware limited liability company (hereinafter the "Surviving Company"); and
  - (b) Charleston Financial Center LLC, a Florida limited liability company (hereinafter, "CFC" and collectively with the Surviving Company, the "Constituent Companies").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies. in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Sections 608.438 through 608.4384 of the Florida Limited Liability Company Act (the "Florida Act").
3. The name of the Surviving Company is Charleston Financial Center LLC, a Delaware limited liability company.
4. The Merger (as hereinafter defined) shall become effective on the later to occur of the date of filing of this Certificate and Articles of Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, or, if not filed in both jurisdictions on the same date, the later date upon which this Certificate

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and Articles of Merger are filed with either the State of Delaware and Florida (the "Effective Date").

5. The Agreement and Plan of Merger is on file at the principle place of business of the Surviving Company, the address of which is 2201 Collins Avenue, Miami Beach, Florida 33139.

6. A Copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member of the Constituent Companies.

7. A. The address of the principle office of the Surviving Company is as follows: 2201 Collins Avenue, Miami Beach, Florida 33139.

B. The Surviving Company is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of the Constituent Companies.

C. The Surviving Company has agreed to promptly pay to the dissenting members, if any, of the Constituent Companies the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Act.

8. The Limited Liability Company Agreement of the Surviving Company shall be the Limited Liability Company Agreement of the Surviving Company.

9. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

**B.**

**PLAN OF MERGER**

(a) The name and state of organization of each of the Constituent Companies are:

(i) Charleston Financial Center LLC , a Delaware limited liability company (hereinafter the "Surviving Company"); and

(ii) Charleston Financial Center LLC, a Florida limited liability company (hereinafter, "CFC" and collectively with the Surviving Company, the "Constituent Companies").

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(b) As of the Effective Date, CFC will be merged with and into the Surviving Company, which will be the surviving corporation (the "Merger").

(c) Upon the Effective Date, all membership interests in CFC issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be exchanged for membership interests in the Surviving Company.

(d) Management of the Surviving Company shall be vested in the following managers:

Claire Callen  
2201 Collins Avenue  
Miami Beach, Florida 33139

### C.

#### MISCELLANEOUS

(1) The Articles of Organization for CFC were filed with the State of Florida on December 15, 2004, and the Certificate of Formation for the Surviving Company were filed with the State of Delaware on January 3, 2005.

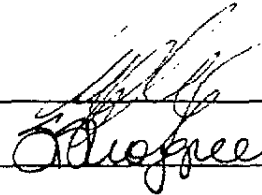
(2) The Surviving Company is being qualified to do business in the State of South Carolina simultaneously with the filing of this Certificate and Articles of Merger.

(3) The name and address for the registered agent for the Surviving Company is Corporation Service Company, located at 5000 Thurmond Mall Boulevard, Columbia, South Carolina, 29201.

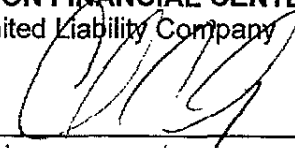
(4) The Surviving Company may be served with process in the State of South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of CFC which was previously subject to suit in the State of South Carolina and for the enforcement, as provided in the South Carolina Uniform Limited Liability Company Act, of the right of members of any limited liability company to receive payment for their interest against the Surviving Company.

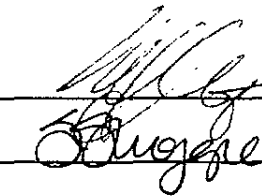
IN WITNESS WHEREOF, CFC and the Surviving Company have caused this Certificate and Articles of Merger to be signed by its authorized representatives as of this \_\_\_\_ day of January, 2005.

**WITNESSES:**

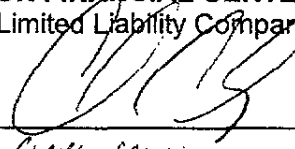
  
\_\_\_\_\_

**CHARLESTON FINANCIAL CENTER LLC,**  
a Florida Limited Liability Company

By:   
Name: CLAIRE CALCUTT  
Title: MANAGER

  
\_\_\_\_\_

**CHARLESTON FINANCIAL CENTER LLC,**  
a Delaware Limited Liability Company

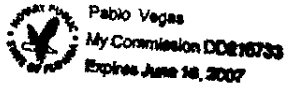
By:   
Name: CLAIRE CALCUTT  
Title: MANAGER

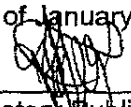

STATE OF FLORIDA  
COUNTY OF MIAMI DADÉ

ACKNOWLEDGMENT

I, PABLO VEGAS, Notary Public, do hereby certify that  
Charleston Financial Center, LLC, a Florida Limited Liability Company, by CLAIRE  
CALLEN, its MANAGER, personally appeared before me this  
day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this 5<sup>th</sup> day of January, 2005.



   
Notary Public for \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(Affix Notary Seal)

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

ACKNOWLEDGMENT

I, PABLO VEGAS, Notary Public, do hereby certify that  
Charleston Financial Center, LLC, a Delaware Limited Liability Company, by CLAIRE  
CALLEN, its MANAGER, personally appeared before me  
this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this 5<sup>th</sup> day of January, 2005.



Pablo Vegas  
My Commission DD218733  
Expires June 16, 2007

Notary Public for \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(Affix Notary Seal)

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