

L05000000042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

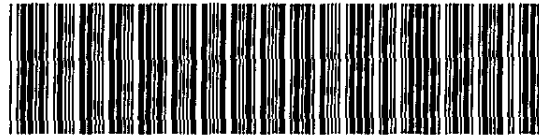
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer

*[Handwritten signature]*  
CORPORATE

Office Use Only



800056659578

06/29/05--01052--014 \*\*80.00

RECEIVED  
05 JUN 29 PM 3:15  
TALLAHASSEE, FLORIDA

FILED  
05 JUN 29 AM 9:10  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILED  
05 JUN 29 AM 9:10  
SEALY COUNTY STATE  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH  
DATE: 06/29/2005  
REF. #: 000150.39711  
CORP. NAME: CITISQUARE GROUP, LLC

- ARTICLES OF INCORPORATION       ARTICLES OF AMENDMENT       ARTICLES OF DISSOLUTION
- ANNUAL REPORT       TRADEMARK/SERVICE MARK       FICTITIOUS NAME
- FOREIGN QUALIFICATION       LIMITED PARTNERSHIP       LIMITED LIABILITY
- REINSTATEMENT       MERGER       WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 513165 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY       CERTIFICATE OF GOOD STANDING       PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** 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>
1. <u>Citisquare Group, LLC</u> <u>1200 Brickell Avenue, Suite 1800</u> <u>Miami, FL 33131</u>	<u>Florida</u>	<u>LLC</u>

Florida Document/Registration Number: L05000000042

FEI Number:  
75-3184111

2. N/A

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

3. N/A

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

4. N/A

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

*(Attach additional sheet(s) if necessary)*

05 JUN 29 AM 9:10  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**SECOND:** 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>
<u>Citigroup Group, LLC</u> <u>1200 Brickell Avenue, Suite 1800</u> <u>Miami, FL 33131</u>	<u>Delaware</u>	<u>LLC</u>

Florida Document/Registration Number: N/A

FEI Number:  
20-3057157

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.20 1, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

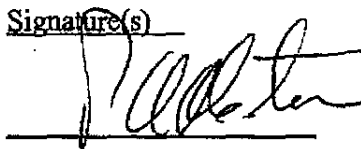
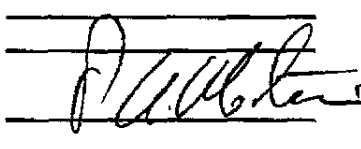
N/A.

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Citisquare Group, LLC</u>		<u>Pedro A. Martin, Manager of</u> <u>its Managing Member,</u> <u>Terra Citisquare Developers, LLC</u>
<u>Citisquare Group, LLC</u>		<u>Pedro A. Martin, Manager of</u> <u>its Managing Member,</u> <u>Terra Citisquare Developers, LLC</u>

*(Attach additional sheet(s) if necessary)*

**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Citisquare Group, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Citisquare Group, LLC	Delaware

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

Prior to the merger, each of Terra Citisquare Developers, LLC, a Florida limited liability company, and NY Citisquare Investors, LLC, a Delaware limited liability company, owned 50% of the membership interests in each of the merging party and the surviving party. As a result of the merger, all of the outstanding membership interests of the merging party shall be cancelled and the holders of the membership interests in the surviving party shall continue to hold the same membership interests and all other distribution and economic rights therein.

*(Attach additional sheet(s) if necessary)*

**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:

The holders of the membership interests in each of the merging party and the surviving party will continue to hold the identical membership interests and all other distribution and economic rights in the surviving party after the merger.

- 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:

N/A

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

*(Attach additional sheet(s) if necessary)*

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Terra Citisquare Developers, LLC  
1200 Brickell Avenue, Suite 1800  
Miami, FL 33131

NY Citisquare Investors, LLC  
390 Park Avenue  
New York, NY 10022

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*