

Division of Corporations

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Florida Department of State
Division of Corporations
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(((H08000123103 3)))



H080001231033ABCS

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To:

Division of Corporations
Fax Number : (850) 617-6380

L. SELLERS

MAY - 8 2008

From:

Account Name : FOWLER WHITE BURNETT P.A.
Account Number : 071250001512
Phone : (305) 789-9200
Fax Number : (305) 789-9201

EXAMINER

MERGER OR SHARE EXCHANGE

Yab III, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$60.00 |

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CERTIFICATE AND ARTICLES OF MERGER

OF

YAB III, INC., a Florida corporation,

INTO

YAB III, LLC, a Florida limited liability company

Pursuant to the provisions of Sections 607.1108 and 608.438, Florida Statutes, this Certificate and Articles of Merger provide that:

1. The name, entity type and jurisdiction of the merging party are as follows: YAB III, INC., a Florida corporation (the "Merging Entity").
2. The name, entity type and jurisdiction of the surviving party are as follows: YAB III, LLC, a Florida limited liability company (the "Surviving Entity").
3. The Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved and adopted by the Merging Entity and by the Surviving Entity in accordance with the applicable provisions of Chapters 607 and 608 of the Florida Statutes.
4. The merger shall become effective upon the filing of this Certificate and Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, this Certificate and Articles of Merger have been executed on behalf of the constituent entities by their respective authorized officers and managers as of the 14th day of April, 2008.

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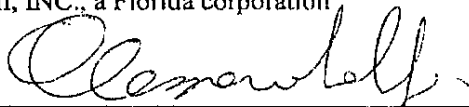
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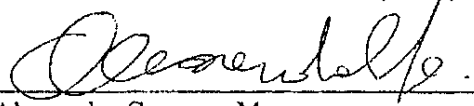
Merging Entity:

YAB III, INC., a Florida corporation

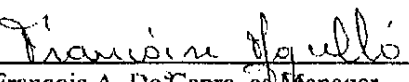
By: 
Alessandro Capra, as President

Surviving Entity:

YAB III, LLC, a Florida limited liability company

By: 
Alessandro Capra, as Manager

By: 
Niccolo Capra, as Manager

By: 
Francois A. De Capra, as Manager

WA73999ARTICLE11-MergerYABIIIJDR(3/18/8-17:7)

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made this 14th day of April, 2008, by and between YAB III, INC. a Florida corporation (the "Merging Entity"), and YAB III, LLC, a Florida limited liability company (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Merging Entity was duly incorporated in the State of Florida on October 29, 1998, and has authorized capital stock of One Thousand (1,000) shares of common stock, \$0.10 par value, all of which are entitled to vote.

WHEREAS, the Surviving Entity was duly formed in the State of Florida on December 30, 2004, and the membership interests in the Surviving Entity are held by the same owners and in the proportionate shares as the Merging Entity; and

WHEREAS, the shareholders of the Merging Entity and the members of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions on April 14th, 2008, which provide that, pursuant to the applicable provisions of Chapters 607 and 608 of the Florida Statutes, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

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NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall be YAB III, LLC.

4. **ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

5. **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect.

6. **MANAGEMENT BY MANAGER.** Alessandro Capra, Niccolo Capra and Francois A. De Capra, the Managers of the predecessor manager-managed limited liability company, shall

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continue to manage the Surviving Entity as a manager-managed limited liability company after the merger. The address of all of the Managers is as follows: c/o 5805 Blue Lagoon Drive, Suite 220, Miami, FL 3326.

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shareholder interests of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Merging Entity and all of the membership interests in the Surviving Entity are presently owned by the same shareholders and members in the same percentages, no additional membership interests need be issued by the Surviving Entity to reflect the membership interest of the members after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Entity shall surrender his or her certificate or certificates and such certificate or certificates shall be cancelled. The then issued membership certificates of the Surviving Entity held by its members shall continue thereafter to constitute all of the membership interests in the Surviving Entity.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all shareholders of the Merging Entity and by all members of the Surviving Entity.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the applicable provisions of Chapters 607 and 608 of the Florida Statutes, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

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10. **AUTHORIZATION OF MEMBERS AND MANAGERS.** The Board of Directors and officers of the Merging Entity and the Managers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. **EFFECTIVE DATE.** This Plan shall become effective on the close of business on April 14th, 2008 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. **RIGHT TO ABANDON MERGER.** The Board of Directors the Merging Entity and the Managers of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

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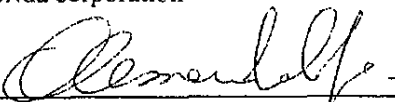
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IN WITNESS WHEREOF, the Merging Entity has caused its name to be signed hereto by its duly authorized President, and the Surviving Entity has caused its name to be signed hereto by its duly authorized Managers.

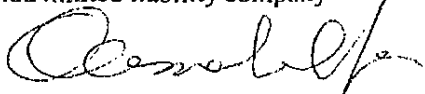
MERGING ENTITY:


YAB III, INC.,
a Florida corporation

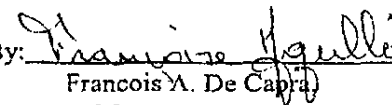
By: 
Alessandro Capra, as President

SURVIVING ENTITY:

YAB III, LLC,
a Florida limited liability company

By: 
Alessandro Capra,
as Manager

By: 
Niccolo Capra,
as Manager

By: 
Francois A. De Capra,
as Manager

[jdr] WA73999\PLAN1640-MergerYABIII.JDR

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