

# L05000008319

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## MERGER OR SHARE EXCHANGE

Lot 20 Riviera, LLC

Certificate of Status	0
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**ARTICLES OF MERGER**  
**OF**  
**LOT 20 RIVIERA, LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**

**AND**  
**LOTS 21-22 RIVIERA, LLC**  
**(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)**

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

**FIRST:** The exact name, street 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>
Lot 20 Riviera, LLC 201 Alhambra Circle 601 Miami, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L05000008319		FEI Number: 20-2828812

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lots 21-22 Riviera, LLC 201 Alhambra Circle 601 Miami, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L05000008526		FEI Number: 20-2829217

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

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

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

The Plan of Merger was adopted by the sole member of the surviving company on June 7<sup>th</sup>, 2007.

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**SIXTH:** The attached Plan of Merger was approved by all business entities that are parties to the merger in accordance with the provisions of the Florida Limited Liability Company Act.

**SEVENTH:** Adoption of Merger by the Merging Company:

The Plan of Merger was adopted by the sole member of the merging companies on June 7<sup>th</sup>, 2007.

**SEVENTH:** SIGNATURE(S):

Dated: JUNE 7<sup>th</sup>, 2007.

Lot 20 Riviera, LLC, a Florida limited liability company

By:   
Tomas Cabrerizo, Manager

Lots 21-22 Riviera, LLC, a Florida limited liability company

By:   
Tomas Cabrerizo, Manager

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**PLAN OF MERGER**

**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>
Lot 20 Riviera, LLC 201 Alhambra Circle 601 Miami, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L05000008319		FEI Number: 20-2828812

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lots 21-22 Riviera, LLC 201 Alhambra Circle 601 Miami, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L05000008526		FEI Number: 20-2829217

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

- The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner proscribed by the provisions of the Florida Limited Liability Company Act.
- 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 proscribed by the provisions of the Florida Limited Liability Company Act.
- The managers of the surviving company at the effective time and date of the merger shall be as set forth in paragraph Sixth below, 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.
- Pursuant to the provisions of the Florida Limited Liability Company Act, the surviving and merging companies shall be merged with and into a single company, which shall be the surviving

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company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Florida Limited Liability Company Act.

**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 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 membership interest of the merging (terminating) company shall, at the effective time of the merger, be cancelled. 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 effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

**SIXTH:** The name and address of the manager of the surviving company is as follows:

Tomas Cabrerizo  
6340 Sunset Drive  
Miami, FL 33143

Dated: June 7<sup>th</sup>, 2007.

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Lot 20 Riviera, LLC, a Florida limited liability company

By: [Signature]  
Tomas Cabrerizo, Manager

Lots 21-22 Riviera, LLC, a Florida limited liability company

By: [Signature]  
Tomas Cabrerizo, Manager