

L05000008765

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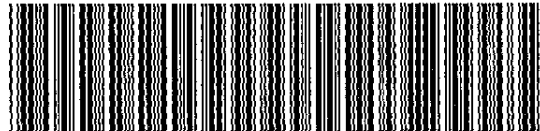
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION



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December 14, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Santona Corner, LLC merging: Gables Court Professional Center, Inc.

**FILED**  
 05 DEC 14 PM 3:50  
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**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

**Retrieval Request**

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382 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>
Gables Court Professional Center, Inc. 1430 S. Dixie Highway Miami, FL 33146	Florida	Corporation
Florida Document/Registration Number: M42443	FEI Number 59-2744737	
Santona Corner, LLC 6915 Red Road, Suite 205 Coral Gables, FL 33143	Florida	Limited Liability Company
Florida Document/Registration Number: L05000008765		

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TALLAHASSEE, FLORIDA

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



<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Santona Corner, LLC 6915 Red Road, Suite 205 Coral Gables, FL 33143		
Florida Document/Registration Number: L05000008765		

**THIRD:** The attached Plan of Merger meets the requirements of sections 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 Chapters 607 and 608 Florida Statutes.

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

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

**SIXTH:** Signature(s) for each party:

<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL</u>
GABLES COURT PROFESSIONAL CENTER, INC.	 President	SAMIR TAHA
SANTONA CORNER, LLC	 Member	SAMIR TAHA

## PLAN OF MERGER

Merger between GABLES COURT PROFESSIONAL CENTER, INC., a Florida corporation (the "Disappearing Corporation" or "GABLES COURT"), and SANTONA CORNER, LLC, a Florida corporation (the "Surviving Corporation" or "SANTONA"). The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108, and 608.438, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act").

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

<u>Name</u>	<u>Jurisdiction</u>
Gables Court Professional Center, Inc. 1430 S. Dixie Highway Miami, Fl 33146	Florida
Santona Corner, LLC 6915 Red Road, Suite 205 Coral Gables, FL 33143	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Santona Corner, LLC 6915 Red Road, Suite 205 Coral Gables, FL 33143	Florida

**THIRD:** Articles of Organization. The Articles of SANTONA shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

**FOURTH:** Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each member's interest in GABLES COURT outstanding at that time shall without more be converted into and exchanged, pro-rata, for units of membership interest of SANTONA in accordance with this Plan. Each unit of membership interest of SANTONA's that is issued and outstanding on the Effective Date shall continue as outstanding units of membership interest of SANTONA.

**FIFTH:** Satisfaction of Rights of Shareholders of GABLES COURT. All membership of SANTONA stock into which the interests of GABLES COURT's members shall have been converted, and for which the interests of GABLES COURT'S shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**SIXTH:** Effect of Merger. On the Effective Date, the separate existence of GABLES COURT shall cease, and SANTONA shall be fully vested in GABLES COURT's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.11101 of the Act.

**SEVENTH:** Further Action Required. If at any time after the Effective Date, GABLES COURT or SANTONA shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of GABLES COURT or SANTONA as the case may be, whether past or remaining in office, shall execute and deliver upon the request of GABLES COURT or SANTONA, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in SANTONA, or to otherwise carry out the provisions of this Plan.

**EIGHTH:** Filing with the Florida Department of State and Effective Date. GABLES COURT and SANTONA shall cause their respective President/Member to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by SANTONA to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

**NINTH:** Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders/members of which are, entitled to the benefit thereof by action taken by the Board of Directors/Members of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders/members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated Dec. 12, 2005.

GABLES COURT MARKETING  
SERVICES, LLC,  
a Florida corporation

By:   
SAMIR TAHA, President

SANTONA CORNER, LLC,  
a Florida Limited Liability company

By:   
SAMIR TAHA, sole Member

The MANAGER of SANTONA CORNER, LLC is

DANNY S. TAHA  
6915 Red Road, Suite 205  
Coral Gables, FL 33143