

01/05/2006 14:15 BERGER SINGERMAN -> 850-205-0380
Division of Corporations

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Florida Department of State Division of Corporations Public Access System

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EFFECTIVE DATE

1-1-06

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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : BERGER SINGERMAN - FORT LAUDERDALE
Account Number : 120020000154
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05 DEC 30 AM 9:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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06 JAN -5 AM 8:00

DIVISION OF CORPORATIONS

LOS - 27973

MERGER OR SHARE EXCHANGE

DUANY PLATER-ZYBERK & COMPANY, LLC

Certificate of Status	0
Certified Copy	1
Page Count	83
Estimated Charge	\$9625

For my conversation with your office, for some reason these were not received by your office. I am re-faxing -

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Please note effective date of 1/1/06.
Thank you.

01/05/2006 14:15
850-208-0381

BERGER SINGERMAN → 850-205-0381

NO. 921

002

1/5/2008 9:17 PAGE 001/001 Florida Dept of State



January 5, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DUANY FLATER-ZYBERK & COMPANY, LLC
1023 SW 25TH AVENUE
MIAMI, FL 33135

SUBJECT: DUANY FLATER-ZYBERK & COMPANY, LLC
REF: L05000027973

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The Plan of Merger must contain the name and address of the Manager/Managing Member of the survivor. As requested, we will backdate the merger to the original submission date of 12/30/05 and give an effective date of 1/1/06.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

FAX And. #: 850000293972
Letter Number: 806A00000651

01/05/2006 14:15 BERGER SINGERMAN → 850-205-0381

NO. 921 003

H0500043972

ARTICLES OF MERGER OF
DUANY PLATER-ZYBERK & COMPANY, INC.
a Florida corporation,
with and into
DUANY PLATER-ZYBERK & COMPANY, LLC,
a Florida limited liability company

668200
L05-27973

Pursuant Section 608.438 of the Florida Limited Liability Company Act (1986), as amended (the "Florida LLC Act") and Section 607.1105 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act"), Duany Plater-Zyberk & Company, Inc., a Florida corporation (the "Corporation"), and Duany Plater-Zyberk & Company, LLC, a Florida limited liability company (the "LLC"), hereby adopt the following Articles of Merger for the purpose of merging the Corporation with and into the LLC.

1. The Corporation shall be merged with and into the LLC, and the LLC shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated December 28, 2005 (the "Plan of Merger").

2. The name of the surviving entity shall be "Duany Plater-Zyberk & Company, LLC."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by all of the shareholders of the Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act, and by all of the members of the LLC in accordance with Section 608.4381 of the Florida LLC Act.

4. This merger shall become effective as of January 1, 2006 after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the LLC, the address of which is 1023 SW 25th Avenue, Miami, Florida 33135.

6. A copy of the Plan of Merger will be furnished by the LLC on request and without cost to any shareholder of the Corporation and any member of the LLC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 30 AM 9:19

FILED

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IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the Corporation and the LLC by their authorized representatives on December 28, 2005.

DUANY PLATER-ZYBERK & COMPANY, INC.

By: 

Andres Duany, President

DUANY PLATER-ZYBERK & COMPANY, LLC

By: 

Andres Duany, President

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01/05/2006 14:15

BERGER SINGERMAN → 850-205-0381

NO. 921

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 28, 2005, is made by and between DUANY PLATER-ZYBERK & COMPANY, INC., a Florida corporation (the "Corporation"), and DUANY PLATER-ZYBERK & COMPANY, LLC, a Florida limited liability company (the "LLC").

WITNESSETH:

WHEREAS, the parties desire that the Corporation be merged with and into the LLC, with LLC being the surviving entity, in accordance with Section 607.1106 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act"), and Section 608.438 of the Florida Limited Liability Company Act, as amended (the "Florida LLC Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger, Section 607.1106 of the Florida Corporation Act and Section 608.438 of the Florida LLC Act, on the Effective Date (as defined below), the Corporation shall simultaneously be merged with and into the LLC (the "Merger"), the separate existence of the Corporation shall cease, and the LLC shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Corporation and the LLC are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

DUANY PLATER-ZYBERK & COMPANY, LLC
1023 SW 25th Avenue
Miami, Florida 33135

2. The Merger shall become effective as of January 1, 2006 after the filing of the Articles of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

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4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the shareholders of the Corporation shall be automatically converted into rights and interests in the LLC as set forth pursuant to the Operating Agreement of the LLC of even date herewith (the "Operating Agreement").

5. The Articles of Organization filed on behalf of the LLC with Secretary of State of Florida on December 28, 2005 (the "Articles of Organization") and the Operating Agreement shall be the Articles of Organization and Operating Agreement, respectively, for the Surviving Entity.

6. The LLC acknowledges and represents that it has complied with all applicable provisions under the Florida LLC Act to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger.

7. The officers and directors of the Corporation and the officers and manager of the LLC may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida Corporation Act and the Florida LLC Act.

8. The names and address of the managers of the LLC, the Surviving Entity are as follows:

Andres Duany
1023 SW 25th Ave.
Miami, FL 33135

Elizabeth Plater-Zyberk
1023 SW 25th Ave.
Miami, FL 33135

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Corporation:

Duany Plater-Zyberk & Company, Inc., a Florida corporation

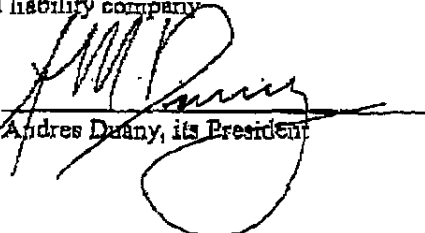
By:


Andres Duany, its President

LLC:

Duany Plater-Zyberk & Company, LLC, a Florida limited liability company

By:


Andres Duany, its President

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EXHIBIT A

ARTICLES OF MERGER

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01/05/2006 14:15 BERGER SINGERMAN → 850-205-0381

NO. 921 008

**ARTICLES OF MERGER OF
DUANY PLATER-ZYBERK & COMPANY, INC.
a Florida corporation,
with and into
DUANY PLATER-ZYBERK & COMPANY, LLC,
a Florida limited liability company**

Pursuant Section 608.438 of the Florida Limited Liability Company Act (1986), as amended (the "Florida LLC Act") and Section 607.1105 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act"), Duany Plater-Zyberk & Company, Inc., a Florida corporation (the "Corporation"), and Duany Plater-Zyberk & Company, LLC, a Florida limited liability company (the "LLC"), hereby adopt the following Articles of Merger for the purpose of merging the Corporation with and into the LLC.

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2. The name of the surviving entity shall be "Duany Plater-Zyberk & Company, LLC."

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4. This merger shall become effective as of January 1, 2006 after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the LLC, the address of which is 1023 SW 25th Avenue, Miami, Florida 33135.

6. A copy of the Plan of Merger will be furnished by the LLC on request and without cost to any shareholder of the Corporation and any member of the LLC.

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IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the Corporation and the LLC by their authorized representatives on December 28, 2005

DUANY PLATER-ZYBERK & COMPANY, INC.

By: 
Andres Duany, President

DUANY PLATER-ZYBERK & COMPANY, LLC

By: 
Andres Duany, President

H0500293972