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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 APR -3 PM 4:18

CS/FS-3 PM 4:18

CLERK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 959999 7525808

AUTHORIZATION :

COST LIMIT : \$ 85.00

FILED
2006 APR -3 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 3, 2006

ORDER TIME : 3:53 PM

ORDER NO. : 959999-005

CUSTOMER NO: 7525808

ARTICLES OF MERGER

INTERNET GARAGE, LLC

INTO

BLOCK 42 ACQUISITION, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX GOOD STANDING CERTIFICATE

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
INTERNET GARAGE, LLC
INTO
BLOCK 42 ACQUISITION, LLC.

201000012663

The undersigned companies hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes §608.438:

1. The names and jurisdictions of organization of all parties to the merger are the following:

| <u>Name of Limited Liability Company</u> | <u>Jurisdiction of Organization</u> |
|---|-------------------------------------|
| INTERNET GARAGE, LLC 3050 Biscayne Blvd Suite 700 Miami, FL 33137 | Florida |
| Block 42 Acquisition, LLC 3050 Biscayne Blvd Suite 700 Miami, FL 33137 | Florida |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The surviving company of the merger is **Block 42 Acquisition, LLC** with an address: 3050 Biscayne Blvd, Suite 700, Miami, FL 33137.
3. The Agreement of Merger was approved and adopted by the vote of the members of the parties to the Merger on March 20, 2006 in accordance with applicable Florida law.
4. No amendments to the Articles of Organization of **Block 42 Acquisition, LLC**, the surviving company, are to be effected by the merger. All membership certificates of 159 NE 7th Street, LLC that is issued and outstanding immediately prior to the merger shall be retired upon the effectiveness of the merger.
5. The effective date of the Merger is the date on which the Articles of Merger are

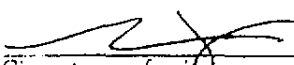
This instrument prepared by
Coralee G. Penabad, Esq.
Fla. Bar No. 157030
Hellinger & Penabad, P.A.
200 South Biscayne Blvd
Suite 700W
Miami, FL 33137
305-572-9252

- filed with the State.
6. The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the agreement of any limited liability company or the articles of organization of any LLC that is a party to the merger.
 7. **Authority to File in the Public Record.** The Surviving LLC may, at its discretion, file this Article of Merger in the Public Records of Miami Dade County, Florida against the real property described in Exhibit "A".

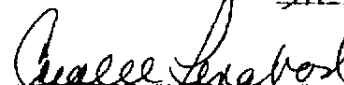
Dated: March 20, 2006.

SIGNATURES ON THE FOLLOWING PAGE

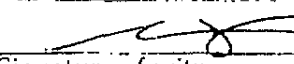
This instrument prepared by
Coralee G. Penabad, Esq.
Fla. Bar No. 157030
Hellingier & Penabad, P.A.
200 South Biscayne Blvd.
Suite 700W
Miami, FL 33137
305-572-9252


Signature of witness

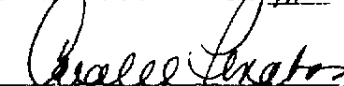
Print name of witness: ANGELA VALDES


Signature of witness

Print name of witness: Coralee Penabad


Signature of witness


Print name of witness: ANGELA VALDES


Signature of witness

Print name of witness: Coralee Penabad

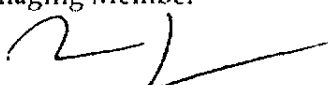
Block 42 Acquisition, LLC
A Florida limited Liability Company

By and through: OLYMPIA FLORIDA,
LLC, Managing Member


Jeshayahu Boymelgreen, Manager
of Olympia Florida, LLC

INTERNET GARAGE, LLC
A Florida limited Liability Company

By and through: OLYMPIA FLORIDA,
LLC, Managing Member


Jeshayahu Boymelgreen, Manager
of Olympia Florida, LLC

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20 day of March, 2006, by Jeshayahu Boymelgreen, as Manager of Olympia Florida, LLC, the Managing Member of Block 42 Acquisition, LLC, who is personally known to me or who has produced _____ as identification and did (did not) take an oath

My Commission



Vicky A. Garrigo
Notary Public, State of Florida

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20 day of March, 2006, by Jeshayahu Boymelgreen, as Manager of Olympia Florida, LLC, the Managing Member of INTERNET GARAGE, LLC, who is personally known to me or who has produced _____ as identification and did (did not) take an oath.

My Commission Expires:



Vicky A. Garrigo
Notary Public, State of Florida

This instrument prepared by
Coralee G. Penabad Esq.
Fla. Bar No. 157030
Hellinger & Penabad, P.A.
200 South Biscayne Blvd.
Suite 700W
Miami, FL 33137
305-572-9252

PARCEL 6

Lots 9 and 10, Block 42, of North City of Miami, according to the plat thereof as recorded in Plan Book B, Page(s) 41, Public Records of Miami Dade County, Florida

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

Dated as of March 21, 2006

among

**INTERNET GARAGE, LLC
AND
BLOCK 42 ACQUISITION LLC.**

**MERGER OF
INTERNET GARAGE, LLC
INTO
BLOCK 42 ACQUISITION, LLC.**

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of March 21, 2006 by and among **INTERNET GARAGE, LLC**, a Florida Limited Liability Company ("the Company") and **BLOCK 42 ACQUISITION, LLC**, a Florida Limited Liability Company ("Acquiror")

RECITAL

WHEREAS, the Manager of the Company has determined that a business combination between the Company and Acquiror is in the best interests of the Company and its members and presents an opportunity for the Company to achieve long-term strategic and financial benefits, and, accordingly, has approved and adopted this Agreement and the transactions contemplated hereby; and

WHEREAS, the Manager of the Company has determined that the merger and the other transactions provided for herein are fair to the members of the Company and recommends approval thereof by the members of the Company; and

WHEREAS, the Manager and Members of Acquiror has determined that the merger and the other transactions provided for herein are fair to the members of Acquiror and recommends approval thereof by the members of the Acquiror; and

WHEREAS, it is the intention of the parties to this Agreement that for federal income tax purposes, the merger provided for herein shall qualify as a "reorganization" within the meaning of Section 368(a) of the Code and be accounted for as a pooling-of-interests for financial reporting purposes;

AGREEMENT

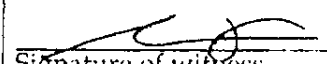
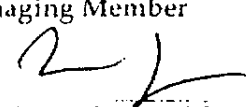

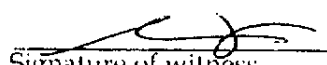
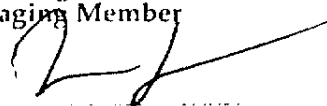
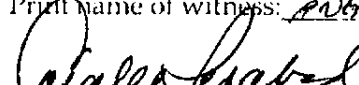
The following plan of merger was adopted and approved by each party to the merger in accordance with section 608.438 of the Florida Statutes.

1. **Surviving Company.** The Company, a Florida Limited Liability Company, shall be merged into the Acquiror, a Florida limited liability company, which latter company shall, henceforth, be known as the **BLOCK 42 ACQUISITION, LLC**
2. **Effective Date.** This merger shall be effective as of the date the Articles of Merger are filed with Florida Department of State (herein referred to as the "Effective Date")
3. On the Effective Date, all membership certificates of **INTERNET GARAGE, LLC** that are issued and outstanding immediately prior to the merger shall be retired upon the effectiveness of the merger

-
4. On the Effective Date, the Company shall be merged into the Acquiror. The separate existence of the Company shall cease, the membership interests and certificates of the Company shall be cancelled, and Acquiror as the Surviving LLC, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida.
 5. **Articles of Organization.** From and after the Effective Date, the Articles of Organization of Acquiror shall constitute the Articles of Organization of the Acquiror, until amended in accordance with the Florida Law; and the Operating Agreement of Acquiror shall constitute the Operating Agreement of the Acquiror and **BLOCK 42 ACQUISITION, LLC**, until amended in accordance with the Articles of Organization of the **BLOCK 42 ACQUISITION, LLC**, as in effect from time to time, and with the Florida law.
 6. **Authority of Manager.** The Manager of the Company and Acquiror are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan of Merger, including, without limitation, the filing of Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service and any other governing bodies.
 7. The Managing Member of the Acquiror and **BLOCK 42 ACQUISITION, LLC**, shall remain the same as follows: OLYMPIA FLORIDA, LLC, 700 Pacific Street, Brooklyn, Suite 700, NY 11217.

IN WITNESS WHEREOF, this Plan of Merger has been signed, approved and is hereby adopted by all of the members and manager all on the day and year first above written.

SIGNATURES ON THE FOLLOWING PAGE

| | |
|---|--|
|  Signature of witness Print name of witness: <u>ANGELA VALDES</u> | INTERNET GARAGE, LLC A Florida limited Liability Company By and through: OLYMPIA FLORIDA, LLC, Managing Member  |
|  Signature of witness Print name of witness: <u>Cora Lee Penabaz</u> | Jeshayah Boymelgreen, Manager of Olympia Florida, LLC |
|  Signature of witness Print name of witness: <u>ANGELA VALDES</u> | BLOCK 42 ACQUISITION LLC A Florida limited Liability Company By and through: OLYMPIA FLORIDA, LLC, Managing Member  |
|  Signature of witness Print name of witness: <u>Cora Lee Penabaz</u> | Jeshayah Boymelgreen, Manager of Olympia Florida, LLC |