

105000078110

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000196095 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

05 AUG 16 PM 3:33

DIVISION OF CORPORATIONS

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

Account Name : Katz Barron Squitiero Faust
Account Number : 072627002473
Phone : (305) 856-2444
Fax Number : (305) 285-9227

2005 AUG 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

MACALA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

90.00

Electronic Filing Menu

Corporate Filing

Public Access Help

105-78110
OK

08-18-2005 02:25pm From-Katz Barron Squitiero & Faust, P.A.

3058540740

T-828 P 001/008 F-348

**KATZ BARRON
SQUITERO FAUST**

MIAMI
2699 S. BAYSHORE DRIVE
SEVENTH FLOOR
MIAMI, FL 33133-5408

305-856-2444
305-285-9227 FAX

www.katzbarron.com

FAX COVER SHEET

DATE: August 16, 2005
SEND TO: Florida Department of State
FAX NO.: (850) 205-0383
FROM: Nirya Torrado, Legal Assistant
RE: Macala, Inc./Macala, LLC
OUR FILE NO.: 13991001

TOTAL PAGES, INCLUDING THIS COVER SHEET: 6

IF THERE ARE ANY PROBLEMS IN RECEIVING, PLEASE CALL: Nirya, at 139

This facsimile contains PRIVILEGED and CONFIDENTIAL information only for the use of the addressee(s) named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify the sender above by telephone (collect call if necessary) and return the original to us at the above address via the U.S. Mail. Thank you.

COMMENTS: Enclosed please find Articles of Merger

FILED
2005 AUG 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H05000196095 3

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with section 607.1109 of the Florida Statutes.

First: The exact name, street address of its principal office, jurisdiction and entity type for the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/applicable)
Macala, Inc.	Florida	Corporation	P04000119370

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/applicable)
Macala, LLC	Florida	Limited Liability Company	605-78110

Third: The attached Plan of Merger meets the requirements of section 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 Chapter 607 and 608, Florida Statutes.

Fourth: The Plan of Merger was adopted by the unanimous vote of the members and managers of the surviving limited liability company on August 1, 2005.

Fifth: The Plan of Merger was adopted by the unanimous vote of the shareholders and board of directors of the merging corporation on August 1, 2005.

Sixth: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

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

Audit No. H05000196095 3
This instrument was prepared by:
Desiree M. Cuason, Esq.
Katz Barron Squitiero Faust
2699 S. Bayshore Drive, 7th Floor
Miami, Florida 33133
(305) 856-2444

1

FILED
2005 AUG 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H05000196095 3

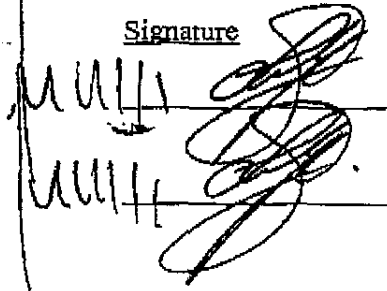
Ninth: Signatures for Each Party

Name of Entity

Signature

Printed Name and Title

Macala, Inc.



LUIS CARDENAS
President

Macala, LLC

LUIS CARDENAS
Member

Audit No. H05000196095 3
This instrument was prepared by:
Desiree M. Cuason, Esq.
Katz Barron Squitero Faust
2699 S. Bayshore Drive, 7th Floor
Miami, Florida 33133
(305) 856-2444

FILED
2005 AUG 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H05000196095 3

PLAN OF MERGER
(Non Subsidiaries)

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, are being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

Macala, LLC	Florida
-------------	---------

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

Macala, Inc.	Florida
--------------	---------

Third: The terms and conditions of the merger are as follows:

Macala, Inc., a Florida corporation ("Macala, Inc.") shall merge into Macala, LLC, a Florida limited liability company ("Macala, LLC").

The Articles of Organization of Macala, LLC, the surviving entity, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Organization of Macala, LLC. Likewise, the Operating Agreement, as in effect immediately prior to the effective date of the merger, shall remain the Operating Agreement of Macala, LLC.

The managers of Macala, LLC immediately prior to the effective date of the merger shall remain the managers of Macala, LLC.

Upon consummation of the merger, Macala, LLC shall succeed, without other transfer, to all the rights and properties of the Macala, Inc. and shall be subject to all the debts, liabilities, and obligations of Macala, Inc. in the same manner as if incurred by Macala, LLC. Furthermore, all rights of creditors and all liens and trust upon or arising from the properties of Macala, LLC and Macala, Inc. shall be unimpaired, provided that the liens and trust obligations upon property of Macala, Inc. shall be limited to the property affected thereby immediately prior to the effective date of the merger.

Audit No. H03000196095 3

3

This instrument was prepared by:
Desiree M. Cusson, Esq.
Katz Baron Squitiero Faust
2699 S. Bayshore Drive, 7th Floor
Miami, Florida 33133
(305) 856-2444

FILED
AUG 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H05000196095 3

Fourth: The manner and basis of converting shares of the merged party into the interests of the survivor, in whole or in part, into cash or other property are as follows:

Upon merging, the shares of Macala, Inc. will be cancelled. The shareholders of Macala, Inc. are identical to the members of Macala, LLC, each holding a one-half (1/2) interest in merging corporation and the surviving limited liability company. Since the identity of the shareholders and members and their respective percent interest will remain the same after the merger, no other membership units in Macala, LLC need be issued.

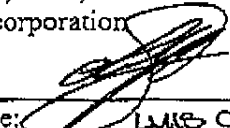
Sixth: The surviving entity is a limited liability company, and the names and addresses of the managers are as follows:

Fernando Marin
18911 Collins Avenue
Suite 407
Sunny Isles Beach, Florida 33160

Luis Cardenas
18911 Collins Avenue
Suite 407
Sunny Isles Beach, Florida 33160

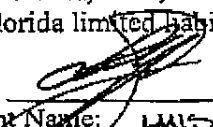
MERGING ENTITY:

MACALA, INC.,
a Florida corporation

By: 
Print Name: LUIS CARDENAS
Title: PRESIDENT

SURVIVING ENTITY:

MACALA, LLC,
a Florida limited liability company

By: 
Print Name: LUIS CARDENAS
Title: MANAGER

FILED
2005 AUG 16 AM 8:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE