

NOV-30-05

10:52AM

FROM-Greenberg Traurig, P.A.

5613987088

T-000

F-002/007

F-082

205000088374

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.

((H05000274360 3)))

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

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

From: Account Name : GREENBERG TRAUDIG (WEST PALM BEACH)  
Account Number : 075201001473  
Phone : (561)650-7900  
Fax Number : (561)655-6222

05 NOV 30 AM 11:09  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 NOV 30 AM 8:00  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
ALHAMBRA BUSINESS CENTER, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$122.50

35+25 = 60  
60  
5.00  
30.00  
95.00  
12/01/05

Electronic Filing Menu

Corporate Filing

Public Access Help

7p

NOV-30-05 10:53AM FROM-Greenberg Traurig, P.A.

5613387089

T-086 P.001/007 F-092

850-206-0381

11/30/2005 10:50

PAGE 001/001

Florida Dept of State



November 30, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ALHAMBRA BUSINESS CENTER, LLC  
4811 NW 79 AVENUE, SUITE 5  
MIAMI, FL 33166

SUBJECT: ALHAMBRA BUSINESS CENTER, LLC  
REF: L05000088374

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.

In addition to the Articles of Merger, you must submit the Plan of Merger.

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) 245-6958.

Lee Rivers  
Document Specialist

FAX Aud. #: H05000274360  
Letter Number: 505A00069688

FILED  
05 NOV 30 AM 11:09  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

(((H05000274360 3)))

ARTICLES OF MERGER  
 OF  
 ALHAMBRA BUSINESS CENTER, LTD.  
 (a Florida limited partnership)  
 INTO  
 ALHAMBRA BUSINESS CENTER, LLC  
 (a Florida Limited Liability Company)

A 25936

LO5-88374

Pursuant to the provisions of §608.4382, Florida Statutes, these Articles of Merger provide that:

1. ALHAMBRA BUSINESS CENTER, LTD., a Florida limited partnership (the "Merged Company"), shall be merged with and into ALHAMBRA BUSINESS CENTER, LLC, a Florida limited liability company. ALHAMBRA BUSINESS CENTER, LLC, a Florida limited liability company, shall be the surviving limited liability company in the merger (the "Surviving Limited Liability Company").

2. The merger shall become effective upon the filing of these Article of Merger with the Secretary of State of the State of Florida (the "Effective Date").

3. The Articles of Organization of the Surviving Limited Liability Company as in effect immediately prior to the Effective Date shall remain and be the Articles of Organization of the Surviving Limited Liability Company.

4. The merger of the Merged Company into the Surviving Limited Liability Company is permitted under the laws of the State of Florida.

5. The Plan of Merger has been submitted to the managers and members of the Surviving Limited Liability Company for their consent and approval in accordance with §608.4381, Florida Statutes, and the Plan of Merger has been submitted to the general partner of the Merged Company for his consent and approval in accordance with Chapter 620, Florida Statutes, and the Plan of Merger has been adopted and approved by the managers and members of the Surviving Limited Liability Company and the general partner of the Merged Company in accordance with the laws of the State of Florida. A copy of the Plan of Merger is located in the offices of the Surviving Limited Liability Company at 4811 NW 79<sup>th</sup> Avenue, Suite 5, Miami, Florida 33166-5438.

6. A copy of the Plan of Merger is available to any partner of the Merged Company or member of the Surviving Limited Liability Company without cost by contacting the offices of the Surviving Limited Liability Company.

FILED  
 05 NOV 30 AM 11:09  
 SECRETARY OF STATE  
 FLORIDA

(((H05000274360 3)))

(((H05000274360 3)))

IN WITNESS WHEREOF, the Surviving Limited Liability Company has caused these Articles of Merger to be executed by its managers and the Merged Company has caused these Articles of Merger to be executed by its general partner this 22 day of November, 2005.

ALHAMBRA BUSINESS CENTER, LTD., a  
Florida limited partnership

By: [Signature]  
John W. Hoover, Jr., General Partner

ALHAMBRA BUSINESS CENTER, LLC, a  
Florida limited liability company

By: [Signature]  
John W. Hoover, Jr., Manager

By: [Signature]  
Cesar E. Soriano, Manager

**FILED**  
05 NOV 30 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H05000274360 3)))

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 22 day of November, 2005, by and between ALHAMBRA BUSINESS CENTER, LTD., a Florida limited partnership (the "Merged Company") and ALHAMBRA BUSINESS CENTER, LLC, a Florida limited liability company (the "Surviving Limited Liability Company"). The Merged Company and the Surviving Limited Liability Company being hereinafter sometimes referred to, collectively, as the "Constituent Companies."

### WITNESSETH:

WHEREAS, the parties desire that the Merged Company merge into the Surviving Limited Liability Company in a manner which conforms to Section 608.4382, Florida Statutes.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. Merger. The Merged Company shall merge into the Surviving Limited Liability Company in accordance with the laws of the State of Florida.

2. Effective Date. The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida (the "Effective Date").

3. Rights of the Surviving Limited Liability Company. Upon the Effective Date: (a) the Merged Company and the Surviving Limited Liability Company shall become a single limited liability company and the Surviving Limited Liability Company shall become a single limited liability company and the separate limited partnership existence of the Merged Company shall cease; (b) the Surviving Limited Liability Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including, without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Company shall vest in the Surviving Limited Liability Company without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Company shall not revert or in any way be impaired by reason of the merger; (c) all rights of creditors and all liens upon any property of the Constituent Companies shall be unimpaired; the Surviving Limited Liability Company shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Companies; and all debts, liabilities and obligations of the respective Constituent Companies shall thenceforth attach to the Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Companies; and (d) without limitation of the foregoing provisions of this Section 3, all general partnership and limited liability company acts, plans, policies, contracts, approvals and authorizations of the Constituent Companies, their members, directors,

05 NOV 30 AM 11:09  
FILED

partners, managers, committees elected or appointed by the members, partners or managers, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Limited Liability Company as they were with respect to the Constituent Companies.

4. Certificate of Organization, Limited Liability Company Agreement, Members of Surviving Limited Liability Company. Upon the Effective Date: (a) the Articles of Organization of the Surviving Limited Liability Company shall continue as the Articles of Organization of the Surviving Limited Liability Company until amended in the manner provided by law; (b) the Operating Agreement of the Surviving Limited Liability Company shall continue as the Operating Agreement of the Surviving Limited Liability Company until amended in the manner provided by law; and (c) the members of the Surviving Limited Liability Company shall remain the members of the Surviving Limited Liability Company.

5. Designation and Number of Members. The designation and number of members are as follows:

a. The Merged Company has one (1) general partner, namely, John W. Hoover, Jr.

b. The Surviving Limited Liability Company two (2) members; namely, John W. Hoover, Jr. and Cesar E. Serrano.

6. Appointment of Agent for Service of Process. The Merged Company and the Surviving Limited Liability Company appoint John W. Hoover, Jr., 4811 NW 79<sup>th</sup> Avenue, #5, Miami, FL 33166 to accept service of process for any legal action in the State of Florida against either company.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by all parties to this Agreement, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. Severability of Provisions. The invalidity or unenforceability of any term, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

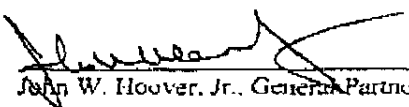
05 NOV 30 AM 11: 09  
SECTION OF FLORIDA  
TALLAHASSEE, FLORIDA

FILED

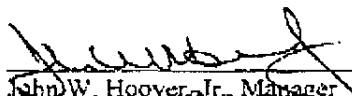
12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

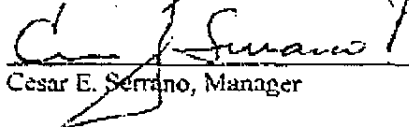
IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

**ALHAMBRA BUSINESS CENTER, LTD., a**  
Florida limited partnership

By:   
John W. Hoover, Jr., General Partner

**ALHAMBRA BUSINESS CENTER, LLC, a**  
Florida limited liability company

By:   
John W. Hoover, Jr., Manager

By:   
Cesar E. Serrano, Manager

**FILED**  
05 NOV 30 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA