

205000095405

2006 FEB -1 P 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

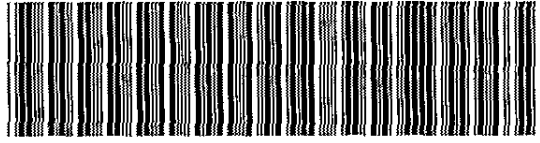
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

AL

Office Use Only



400064629374

01/27/06--01053--017 **78.75

The Law Offices of Christopher H. Saia, PA

Attorneys and Counselors at Law

Writer's Direct Line: (786) 888-6848

Writer's E-Mail Address: christopher@saia-law.com

FILED

2006 FEB -1 P 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25 January 2006

VIA FedEx 2nd day

Tracking Number 790298690728

Division of Corporations
Department of State
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing of Merger Documents and request for certified copies

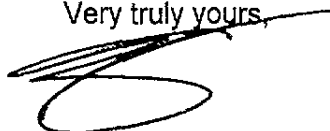
Dear Division of Corporations:

I enclose the executed Merger Documents for Capital Post, LLC, a Nevada limited liability company ("Merging company"), and Capital Post, LLC, a Florida limited liability company, ("Surviving company"). Please file these documents in your records and provide us with a certified copy.

I also enclose a check totaling \$78.75 covering the filing fees, as well as the certified copy fee.

If you have any questions, please feel free to contact us.

Very truly yours,



Christopher H. Saia

FILED

MERGER DOCUMENTS

2006 FEB -1 P 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER OF
CAPITAL POST, LLC, A NEVADA LIMITED LIABILITY COMPANY
MERGING INTO

CAPITAL POST, LLC, A FLORIDA LIMITED LIABILITY COMPANY

(Pursuant to Sections 608.438 et seq. of the Florida Statutes and Chapter 92A of the Nevada Revised Statutes)

2006 FEB -1 P 1
SECRETARY OF ST.
TALLAHASSEE, FLO.

1. The undersigned companies, being validly and legally formed under the laws of the States of Florida and the laws of the State of Nevada, have adopted a Plan of Merger.

2. The name of the surviving limited liability company is CAPITAL POST, LLC, a Florida limited liability company.

3. The Plan of Merger of the undersigned companies was adopted pursuant to Sections 608.438 et seq. of the Florida Statutes and Chapter 92A of the Nevada Revised Statutes.

4. The Plan of Merger will become effective at the close of business on December 31, 2005.

5. No changes in the Articles of Organization of the surviving limited liability company have been made.

6. The Plan of Merger was adopted by the Members of Capital Post, LLC, a Florida limited liability company, on October 15, 2005.

7. The Plan of Merger was adopted by the Members of Capital Post, LLC, a Nevada limited liability company, on October 15, 2005.

8. The Plan of Merger calls for an exchange and issuance of the membership interests to be effected in accordance with the Plan of Merger, a copy of which is available without charge at the principal offices of the surviving company, Capital Post, LLC, a Florida limited liability company, 140 NE 2nd Avenue, Miami, Florida, 33132.

(Intentionally left blank)

FILED

DATED: October 15, 2005.

2006 FEB -1 P 1:47

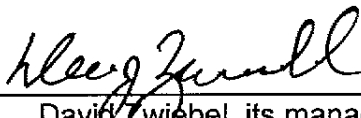
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL POST, LLC, a Florida limited liability
company

By: Capital Post Managers, LLC, the sole
manager

By: 
Haim Einhorn, its sole manager

CAPITAL POST, LLC, a Nevada limited liability
company

By: 
David Zwiebel, its managing member

FILED


STATE OF FLORIDA
COUNTY OF PALM BEACH

2006 FEB -1 P 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

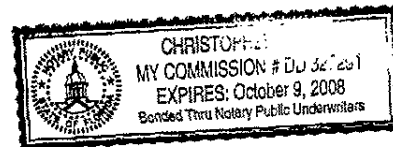
The foregoing instrument was acknowledged before me this 31st day of October 2005, by Haim Einhorn, the managing member of Capital Post Managers, LLC, the managing member of Capital Post, LLC, a Florida limited liability company, on behalf of the limited liability company. He is personally known to me.

(SEAL)



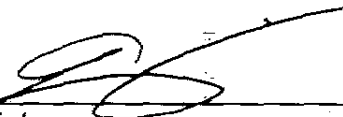
Print name: _____
Notary Public, State of Florida
My Commission expires: _____

STATE OF FLORIDA
COUNTY OF PALM BEACH

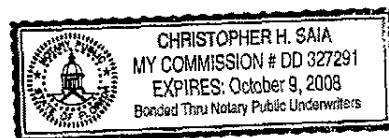


The foregoing instrument was acknowledged before me this 31st day of October 2005, by David Zwiebel, the managing member of Capital Post, LLC, a Nevada limited liability company, on behalf of the limited liability company. He is personally known to me.

(SEAL)



Print name: _____
Notary Public, State of Florida
My Commission expires: _____



FILED

2006 FEB -1 P 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

PLAN OF MERGER dated as of October 15, 2005, between CAPITAL POST, LLC, a Florida limited liability company ("CP Florida"), the surviving limited liability company, and CAPITAL POST, LLC, a Nevada limited liability company ("CP Nevada"), the absorbed limited liability company.

STIPULATIONS

A. CP Florida is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 140 NE 2nd Avenue, Miami, Florida 33132.

B. CP Nevada is a limited liability company organized and existing under the laws of the State of Nevada with its principal office at 140 NE 2nd Avenue, Miami, Florida 33132.

C. The Managing Member of each of CP Florida and CP Nevada deem it desirable and in the best interests of the companies and their members that CP Nevada be merged into CP Florida pursuant to the provisions of Sections 608.438 et seq. of the Florida Statutes and Chapter 92A of the Nevada Revised Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent companies agree as follows:

SECTION ONE: MERGER. CP Nevada shall merge with and into CP Florida, which shall be the surviving limited liability company effective December 31st, 2005.

SECTION TWO: TERMS AND CONDITIONS. Effective as of December 31, 2005, the separate existence of CP Nevada shall cease, and CP Florida shall succeed to the corporate name, all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of CP Nevada, without the necessity for any separate transfer. CP Florida shall thereafter be responsible and liable for all liabilities and obligations of CP Nevada, and neither the rights of creditors nor any liens on the property of CP Nevada shall be impaired by the merger, including without limitation, the first mortgage held by Beach Bank against certain real property owned by CP Nevada (and to be owned, by way of the merger, by CP Florida).

SECTION THREE: CONVERSION OF SHARES. The manner and basis of converting the Membership interests of CP Nevada into Membership interests of CP Florida is as follows:

FILED

2006 FEB 1 4 11 PM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
(a) The Membership interests in CP Nevada shall be cancelled and in their stead, the members of CP Nevada shall be given interests in CP Florida in the percentage as set forth on Exhibit A to the in the Amended and Restated Operating Agreement of CP Florida ("Exhibit A to the Agreement"). Notwithstanding the foregoing, David Zwiebel who was the Manager of CP Nevada shall have no direct interest in CP Florida, but rather Capital Post Managers, LLC ("Managers"), company in which Mr. Zwiebel has an indirect interest shall be the Manager of CP Florida. Managers shall be entitled to all the benefits of Manager under the Amended and Restated Operating Agreement. In addition, as a part of the merger, Bo-Da, Inc. and Haim Einhorn shall not receive interests in CP Florida for their interests in CP Nevada, but rather a newly formed entity, PDH Capital, LLC ("PDH") shall receive a membership interest in exchange for Bo-Da, Inc. and Mr. Einhorn's interest in CP Nevada. PDH shall additionally contribute \$130,000 to CP Florida. After the merger and PDH's contribution of \$130,000, PDH's interest in CP Florida shall be as set forth on Schedule A to the Agreement.

(b) The conversion shall be effected as follows:

After the effective date of the merger, each member in CP Nevada shall surrender any interest it has (including any certificates held by it) to CP Florida or its duly appointed agent, in such manner as CP Florida shall legally require. On receipt of such membership interest, CP Florida shall issue and exchange therefor membership interests in CP Florida. In addition, CP Florida shall issue membership interests to Managers and PDH in accordance with this Plan of Merger.

SECTION FOUR: CHANGES IN ARTICLES OF ORGANIZATION. The Articles of Organization of the surviving limited liability company, CP Florida, shall continue to be its Articles of Organization following the effective date of the merger.

SECTION FIVE: CHANGES IN OPERATING AGREEMENT. The Operating Agreement of the surviving limited liability company shall continue to be its Operating Agreement following the effective date of the merger.

SECTION SIX: MANAGING MEMBER. The Managing Member of CP Florida, Capital Post Managers, LLC, shall remain the manager of CP Florida.

SECTION SEVEN: NAME AND RESIDENCE OF AGENT OF LIMITED LIABILITY COMPANY. Haim Einhorn, 140 NE 2nd Avenue, Miami, Florida 33132 of Miami-Dade County, Florida, being the County in which the principal office of said CP Florida is to be located, shall be the person on whom process, tax notices, and demands against said CP Florida, or either of the said constituent companies, may be served.

FILED

2005 FEB -1 P 1:48

SECTION EIGHT: PROHIBITED TRANSACTIONS. None of the constituent companies shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving limited liability company may take all action necessary or appropriate under the laws of the appropriate state to consummate this merger.

SECTION NINE: APPROVAL BY MEMBERS. This Plan of Merger shall be submitted for the approval of all of the members of CP Nevada and CP Florida in the manner provided by the applicable laws of the State of Florida and the State of Nevada at a meeting to be held on or before December 31, 2005, or at such other time as to which the members of the constituent companies may agree.

SECTION TEN: EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the close of business on December 31, 2005.

SECTION ELEVEN: ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the Board of Directors of either the surviving or either of the absorbed limited liability company at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving or the absorbed limited liability company on or before December 31, 2005; or

(b) If, in the judgment of the Managing Member of either CP Nevada or CP Florida, the merger would be impracticable under the laws of the State of Florida or under the State of Nevada.

SECTION TWELVE: EXECUTION OF AGREEMENT. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument. This Plan of Merger may be executed by facsimile, which in all cases shall be deemed to be an original.

(Intentionally left blank)

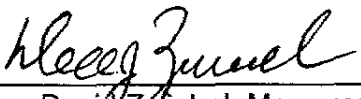
FILED

2006 FEB -1 P 1:48

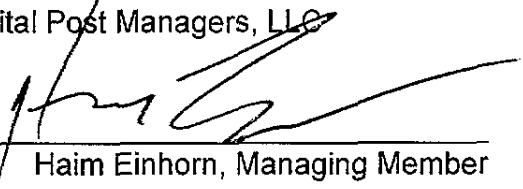
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed and sealed by all of the members of CP Florida and CP Nevada
on the date first above written.

Capital Post, LLC, a Nevada limited liability
company

By: 
David Zwiebel, Manager

Capital Post, LLC, a Florida limited liability
company

By: Capital Post Managers, LLC
By: 
Haim Einhorn, Managing Member