

L060000032663

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

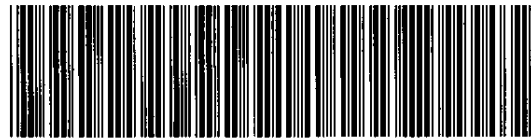
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 1 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KRA Tower, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jose Antonio Perez Helguera

Contact Person

Agave Holdings, LLC

Firm/Company

2601 S. Bayshore Drive, Suite 1215

Address

Miami, Florida 33133

City, State and Zip Code

jap@agaveholdingllc.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Jose Antonio Perez Helguera

Name of Contact Person

at (305)

858-1890

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KRA Offices, LLC	Florida	limited liability company <i>LD0-41585</i>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KRA Tower, LLC	Florida	limited liability company <i>LD0-32663</i>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A - date of filing

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

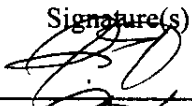
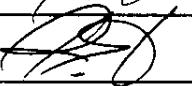
Mailing address: N/A

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TALLAHASSEE, FLORIDA

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
KRA Tower, LLC		Jose A. Perez Helguera
KRA Offices, LLC		Jose A. Perez Helguera
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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 TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KRA Offices, LLC	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KRA Tower, LLC	Florida	limited liability company

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

KRA Tower, LLC agrees to assume all assets, obligations and liabilities of
KRA Offices, LLC. KRA Offices, LLC agrees to merge all of its assets,
obligations and liabilities into KRA Tower, LLC, and to cease existence as KRA
Offices, LLC, and to file its Articles of Dissolution effective immediately upon the
filing of the Articles of Merger.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

On the basis of the values of the assets, obligations and liabilities of KRA Offices,
LLC, the current members of KRA Tower, LLC, to wit, Agave Grove, LLC and
KRED Grove, LLC, will acquire all of the assets, obligations and liabilities of KRA
Offices, LLC, and share them in accordance with the terms of the Amended and
Restated Limited Liability Company Operating Agreement of KRA Tower, LLC.
As of the effective date of the Merger, the assets, obligations and liabilities of
KRA Offices, LLC shall be acquired on the following basis: 90% to Agave Grove,
LLC and 10% to KRED Grove, LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A since KRA Offices, LLC has agreed to cease existence and file its Articles of
Dissolution upon the filing of the Articles of Merger.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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