

LDL000044067

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

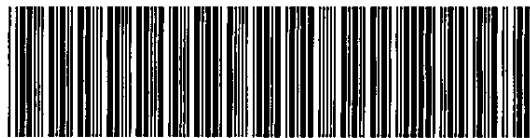
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/11/07--01023--001 **35.00

03/27/07--01005--002 **30.00

03/27/07--01005--003 **25.00

07 APR -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DB

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SunTowers 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:

Mark S. Gallegos
(Contact Person)
Atencibia Gallegos & Assoc.
(Firm/Company)
9130 S. Dadeland Blvd. #1202
(Address)
Miami FL 33156
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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For further information concerning this matter, please call:

Mark S. Gallegos at (305)
(Name of Contact Person) (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2007

MARK S. GALLEGOS
ARENCIBIA GALLEGOS & ASSOC.
9130 S. DADELAND BLVD. #1202
MIAMI, FL 33156

SUBJECT: SUNTOWERS, LLC
Ref. Number: L06000044067

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for SUNTOWERS, LLC and your check(s) totaling \$55.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 907A00021145

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

07 APR -6 AM 10:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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>
Suntowers Group, Corp.	Florida	Corperation PO3000013483
Suntowers LLC	Florida	Limited Liability Company L00000044067

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>
Suntowers LLC	Florida	Limited Liability Company

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.

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

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 entitles 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:

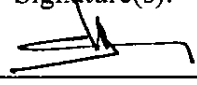
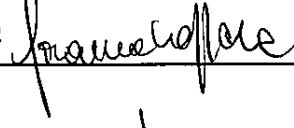

Street address: N/A

Mailing address: N/A

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SECRETARY OF STATE
ALLAHABAD FLORIDA

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:
Sun Towers Group Corp.	x 	Domenico Cerasoli
Sun Towers Group Corp.	x 	Giovanna Cerasoli
Sun towers LLC	x 	Domenico Cerasoli

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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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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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>
SunTowers Group Corp.	Florida	Corporation
SunTowers, 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>
SunTowers, LLC	Florida	Limited Liability Company

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

See Plan of Merger Attached

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

1000 shares of Corporation in exchange for fifty percent
Membership interest in limited liability company

(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:

Each shareholder surrenders stock certificates for
Membership Certificates in limited liability company

(Attach additional sheet if necessary)

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TALLAHASSEE FLORIDA

**PLAN OF MERGER FOR CHANGE OF STRUCTURE
BY WHICH**

**SUN TOWERS GROUP, CORP.
(A FLORIDA CORPORATION)**

SHALL MERGE WITH AND BECOME

**SUNTOWERS, LLC
(A FLORIDA LIMITED LIABILITY CORPORATION)**

FOR THE PURPOSE OF CHANGING CORPORATE STRUCTURE

This Plan of Reorganization is made effective and dated this day of 4-27-06 by and between the above referenced corporations, sometimes referred to herein as "the Company" and "the Limited Liability Company", respectively.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

I. RECITALS

A. The Parties to this Agreement

1. Sun Towers Group Corp. ("the Company") is a Florida Corporation.

2. SunTowers, LLC ("the Limited Liability Company") is a Florida Limited Liability Company, having been created (or to be created) on behalf of Sun Towers Group, Inc. for the purpose of changing the type of entity from "corporation" to "limited liability company" under the laws of the State of Florida.

B. The Capital of the Parties:

1. The Capital of the Company consists of 10,000,000 shares of common voting stock of \$0.01 par value authorized, of which 2,000 shares are issued and outstanding.

2. The Capital of the Limited Liability Company consists of Membership Interests voting stock of \$0.001 par value authorized, of which one-hundred percent of the Membership Interests have been or are issued or outstanding.

C. The Decision to Reorganize to Change Structure:

1. The Parties have resolved, accordingly, to merge and relocated the place of incorporation, by means of the following reorganization, by which the Company will merge with and into the Limited Liability Company and move to Doral, Florida.

II. PLAN OF REORGANIZATION

A. Change of Structure: The Company (Florida) and the Limited Liability Company (Florida) are hereby reorganized for the sole and singular purpose of changing the place structure of

incorporation of Sun Towers Group Corp.; such that immediately following the Reorganization the Florida Company will move to Doral, Florida.

PLAN OF MERGER FOR CHANGE OF STRUCTURE

1. The Company: Sun Towers Group Corp. of Florida will merge with and into and hereafter be SunTowers, LLC. The Company will retain its corporate personality and status, and will continue its corporate existence uninterrupted, in and through, and only in and through the Florida Limited Liability Company which shall be the surviving entity.

2. Conversion of Outstanding Shares: Forthwith upon the effective date hereof, each and every one share of stock of the Florida Company shall be converted to one Membership Interest in the surviving Florida Limited Liability Company. Any such holders of shares may surrender them to the transfer agent for Membership Interests in the surviving limited liability company, which transfer agent shall remain and continue as transfer agent for the Florida Limited Liability Company, until and unless changed later.

3. Effective Date: This Plan of Reorganization shall become effective immediately upon approval and adoption by Corporate parties hereto, in the manner provided by the law of its place of incorporation and its constituent corporate documents, the time of such effectiveness being called the effective date hereof.

4. Surviving Corporations: The Nevada Company shall survive the Reorganization after Reorganization, with the operational history of the Florida Company before the Reorganization, and with the management, duties and relationships to its shareholders unchanged by the Reorganization and with all of its property and with its shareholder list unchanged.

5. Further Assurance, Good Faith and Fair Dealing: the Directors of each Company shall and will execute and deliver any and all necessary documents, acknowledgments and assurances and do all things proper to confirm or acknowledge any and all rights, titles and interests created or confirmed herein; and both companies covenant hereby to deal fairly and good faith with each other and each others shareholders.

THIS REORGANIZATION AGREEMENT is executed on behalf of each Company by its duly authorized representatives, and attested to, pursuant to the laws of its respective place of incorporation and in accordance with its constituent documents.

Sun Towers Group Corp.
(A FLORIDA CORPORATION)

By

PRESIDENT

SECRETARY

SunTowers LLC
(A Florida Limited Liability Company)

By

Managing Member

Member

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SECRETARY OF STATE
ALLAHASSET FLORIDA

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