

Division of Corporations

Page 1 of 1

**Florida Department of State**  
**Division of Corporations**  
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DIVISION OF CORPORATION**MERGER OR SHARE EXCHANGE****PALMETTO BAY PLAZA, LLC**

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5/12/2008

**EXAMINER**

Audit No.

**ARTICLES OF MERGER**  
For  
**Florida Limited Liability Company**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 608.4382, F.S.

**First:** The exact name and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
9721 WAYNE AVE LLC	Florida	L06000008465
9701 WAYNE LLC	Florida	L06000008467

**Second:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
PALMETTO BAY PLAZA, LLC	Florida	L07000001186

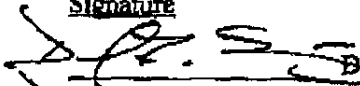
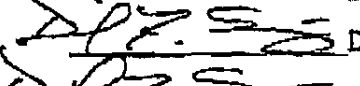
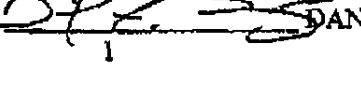
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the unanimous vote of the shareholders and board of directors of the surviving corporation on April 22, 2008.

**Sixth:** The Plan of Merger was adopted by the unanimous vote of the members of each of the merging entities on April 22, 2008 \_\_\_\_\_.

**Seventh:** Signatures for Each Party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Printed Name and Title</u>
9721 WAYNE AVE LLC		DANIEL SUAREZ, MGR.
9701 WAYNE LLC		DANIEL SUAREZ, MGR.
PALMETTO BAY PLAZA, LLC		DANIEL SUAREZ, MGR.

Audit No.

This instrument was prepared by:

Jorge M. Vigil, Esq.

Rasco Reininger Perez Esquenazi &amp; Vigil, P.L.

283 Catalonia Avenue, 2<sup>nd</sup> Floor

Coral Gables, Florida 33134

(305) 476-7100

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DIVISION OF CORPORATION

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**PLAN OF MERGER****First:** The name and jurisdiction of each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	
9721 WAYNE AVE LLC	Florida	L06000008465
9701 WAYNE LLC	Florida	L06000008457

**Second:** The name and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	
PALMETTO BAY PLAZA, LLC	Florida	L07000001186

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

9721 WAYNE AVE LLC a Florida limited liability company ("9721") and 9701 WAYNE LLC a Florida limited liability company ("9701") shall collectively be referred to as (the "Merging Entities"), shall merge into PALMETTO BAY PLAZA, LLC a Florida limited liability company ("Palmetto") (the "Surviving Entity")

The Articles of Incorporation of Organization and the Operating Agreement of the Surviving Entity, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Organization and the Operating Agreement of Palmetto.

The members and managers of the Surviving Entity, immediately prior to the effective date of the merger shall remain the members and managers of Palmetto.

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

Audit No.

2

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RASCO REININGER

PAGE 04/04

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**Fourth:** The manner and basis of converting the interests, obligations, or other securities of the Merging Entities into the interests, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

Upon merging, no additional membership certificates of Palmetto will be issued to the members of 9721 and 9701 and the membership certificates of 9721 and 9701 will be cancelled. The Merging Entities and the Surviving Entity have identical members and managers, with each member owning the same percentage of interest in the Merging Entities and in the Surviving Entity. Since the identity of the members and the percent interest that each shall own will remain the same after the merger, no other certificates need to be issued.

9721 WAYNE AVE LLC

By: 

Daniel Suarez, Manager

9701 WAYNE LLC

By: 

Daniel Suarez, Manager

PALMETTO BAY PLAZA, LLC

By: 

Daniel Suarez, Manager

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