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L. SELLERS

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EXAMINER

FILED
10 JUN -7 PM 12: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MULLER & LEBENSBURGER

———————————— Attorneys at Law ————————————

Charles E. Muller II
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Writer's Direct Extension: 290

June 7, 2010

<u>Via Federal Express</u>

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

> **Re:** **CDS Gas Station, LLC**
> **Atlantic Center, Ltd.**
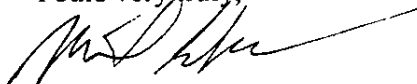> **CDS 45, LLC**
> **CDS ASJ Building, LLC**

Dear Sir or Madam:

The enclosed Certificate and Plan of Merger of the above-referenced entities and check in the amount of $217.50 (representing the $127.50 costs for filing fees and $90.00 for three (3) certified copies of the filed Certificate and Plan of Merger) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael P. Schwartz, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, FL 33173

For further information concerning this matter, please call Michael P. Schwartz at (305) 670-6770.

Yours very truly,

MICHAEL P. SCHWARTZ

MPS:ma
Enclosures: as stated
F:\DESANTIS\CARL\Ltr Fl SecState 01.wpd

Certificate and Plan of Merger

The following constitutes a plan of merger in accordance with Florida Statutes §§620.2106 and 608.438 and a certificate of merger prepared for filing in accordance with Florida Statutes §§620.2108 and 608.4382. In this merger, CDS Gas Station, LLC, a Florida limited liability company, Atlantic Center, Ltd., a Florida limited partnership, and CDS 45, LLC, a Florida limited liability company, will merge into CDS ASJ Building, LLC, a Florida limited liability company, which will be the surviving entity.

1.   Terms and Conditions of Merger.

The merger shall take effect upon filing this certificate of merger with the Secretary of State, State of Florida.

2.   Manner and Basis of Converting Interests of the Members.

The interests of the members of CDS ASJ Building, LLC will be unchanged by this merger, and the interests of each of the members of CDS Gas Station, LLC and CDS 45, LLC and the interests of each of the partners of Atlantic Center, Ltd. will be converted upon the effective date into the right of each such member or partner to receive cash in the aggregate amount of three dollars. There are no and shall be no continuing rights to acquire interests in any company.

3.   Articles of Organization and Operating Agreement of the Surviving Entity.

The surviving entity is CDS ASJ Building, LLC, a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger. Management of CDS ASJ Building, LLC, the surviving entity, is vested in one or more managers.

4.   Effective Date of the Merger.

The merger shall be effective upon filing this certificate of merger with the Secretary of State, State of Florida.

5.   Provision Authorizing Abandonment.

No party to this merger is authorized to abandon the proposed merger.

6.   Approval.

This plan of merger was approved by each company in accordance with the applicable provisions of Chapters 608 and 620 of the Florida Statutes.

7. Appraisal and Appraisal Rights.

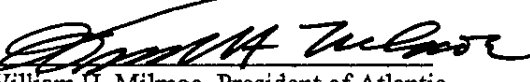No member of CDS Gas Station, LLC or CDS 45, LLC is entitled to appraisal rights as a result of this merger.

WITNESS our signatures this _4ᵗʰ_ day of June, 2010.

CDS ASJ Building, LLC

By: _____
William H. Milmoe, its Manager

Atlantic Center, Ltd.

By: Atlantic Center, Inc.,
   its General Partner

By: _____
William H. Milmoe, President of Atlantic
Center, Inc.

CDS Gas Station, LLC

By: CDS International Realty, LLC,
   its Manager

By: _____
William H. Milmoe, its Manager

CDS 45, LLC

By: _____
William H. Milmoe, its Manager