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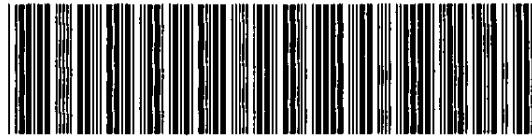
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B. KOHR

OCT 15 2010

EXAMINER



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

October 13, 2010

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Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7969472 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

DACRA DESIGNMIAMI, LTD (FL)
Conversion
Florida

39TH ST., LTD. (FL)
Conversion
Florida

MIAMI AVENUE LLC (FL)
Conversion
Florida

** File after Merger!*

MONTE CARLO ASSOCIATES, LTD. (FL)
Conversion
Florida

MOSAIC, LLC (FL)
Conversion
Florida

NEWTON DESIGN, LLC (FL)
Conversion
Florida

OAK PLAZA ASSOCIATES, LTD. (FL)

RECEIVED
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2010 OCT 13 PM 4:13
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CERTIFICATE OF MERGER

Merging

**MIAMI AVENUE ASSOCIATES, LTD.,
a Florida limited partnership,**

into

**MIAMI AVENUE, LLC,
a Florida limited liability company**

The following Certificate of Merger (this "Certificate") is being submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "LLC Act") and Section 620.2107 of the Revised Uniform Limited Partnership Act of 2005 (the "LP Act"):

FIRST: The exact name, jurisdiction and entity type of the non-surviving entity (the "Non-surviving Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Miami Avenue Associates, Ltd.	Florida	Limited Partnership

SECOND: The exact name, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Miami Avenue, LLC	Florida	Limited Liability Company

THIRD: Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Non-surviving Entity and the Surviving Entity, the Non-surviving Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Non-surviving Entity shall cease. The Surviving Entity is the surviving entity in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated by reference herein.

FOURTH: The Plan of Merger was duly approved and adopted by the Non-surviving Entity in accordance with Section 620.2107 of the LP Act.

FIFTH: The Plan of Merger was duly approved and adopted by the Surviving Entity in accordance with Section 608.4381 of the LLC Act.

SIXTH: The Merger shall become effective as of the date of the filing of this Certificate.

FILED STATE
SECRETARY OF CORPORATIONS
10 OCT 13 PM 1:15
A 98000002190

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of
the 13 day of October, 2010.

SURVIVING ENTITY:

MIAMI AVENUE, LLC,
a Florida limited liability company

By: Miami Avenue Associates, Ltd.,
a Florida limited partnership, its
managing member

By: Miami Avenue Associates,
Inc., a Florida corporation, its
general partner

By: _____
Craig Robins, President

NON-SURVIVING ENTITY:

MIAMI AVENUE ASSOCIATES, LTD.,
a Florida limited partnership

By: Miami Avenue Associates, Inc.,
a Florida corporation, its general
partner

By: _____
Craig Robins, President

EXHIBIT A

AGREEMENT OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of MIAMI AVENUE ASSOCIATES, LTD., a Florida limited partnership (the "Non-surviving Entity"), having a mailing address of 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137, with and into MIAMI AVENUE, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137.

WHEREAS, the Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity, and the Surviving Entity will be the surviving entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

Name of Entity

State of Formation

Miami Avenue Associates, Ltd.

Florida

2. Surviving Entity. The name and jurisdiction of formation of the Surviving Entity are as follows:

Name of Entity

State of Formation

Miami Avenue, LLC

Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.4381 of the Florida Limited Liability Company Act (the "LLC Act") and Section 620.2107 of the Revised Uniform Limited Partnership Act of 2005 (the "LP Act"), at the "Effective Date," as hereinafter defined, the Non-surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of such Merger, the separate existence of the Non-Surviving Entity shall cease and the Surviving Entity shall be the surviving entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the date of the filing of that certain Certificate of Merger executed by the Non-surviving Entity and the Surviving Entity (the "Effective Date").

5. Articles of Organization. The Articles of Organization of the Surviving Entity as in effect at the Effective Date shall be the articles of organization of the surviving entity.

6. Treatment of Partnership and Membership Interests.

(a) Each partnership interest in the Non-surviving Entity existing immediately prior to the Effective Date, shall, by virtue of the Merger and without any action on the part of the holders thereof, convert into a membership interest in the Surviving Entity in the same percentage as existed in the Non-surviving Entity immediately prior to the Merger.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

7. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the LLC Act and Section 620.2109 of the LP Act.

8. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

(Signature page to follow)

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 13 day of October, 2010.

SURVIVING ENTITY:

MIAMI AVENUE, LLC,
a Florida limited liability company

By: Miami Avenue Associates, Ltd.,
a Florida limited partnership, its
managing member

By: Miami Avenue Associates,
Inc., a Florida corporation, its
general partner

By: _____
Craig Robins, President

NON-SURVIVING ENTITY:

MIAMI AVENUE ASSOCIATES, LTD.,
a Florida limited partnership

By: Miami Avenue Associates, Inc.,
a Florida corporation, its general
partner

By: _____
Craig Robins, President