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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Bayshore Plaza I, LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3. Bayshore Plaza II LLC

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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**NEW FILINGS**



Profit



Not for Profit



Limited Liability



Domestication



Other

**AMENDMENTS**



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

**OTHER FILINGS**



Annual Report



Fictitious Name

**REGISTRATION/QUALIFICATION**



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

## ARTICLES OF MERGER

THE FOLLOWING ARTICLES OF MERGER HAVE BEEN SUBMITTED IN ACCORDANCE WITH SECTION 608 OF THE FLORIDA STATUTES.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bayshore Plaza I, LLC 250 N.E. 25 Street Suite 202 Miami, Florida 33137	Florida	LLC
L08000015779		
Florida Document/Registration Number: 08000015779 FEI Number: 262000309		

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**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the merging corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bayshore Plaza II, LLC 250 N.E. 25 Street Suite 202 Miami, Florida 33137	Florida	LLC
Florida Document/Registration Number: L08000015828 FEI Number: 262000390		

**THIRD:** The Plan of Merger is attached as Exhibit A.

**FOURTH:** The merger shall become effective on the day of registration.

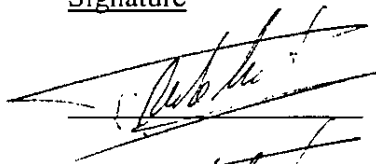
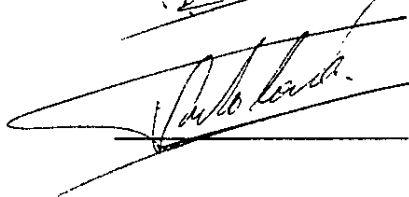
**FIFTH:** Adoption of merger by surviving entity – The Plan of Merger was approved and adopted by the sole member of the surviving entity on April 20, 2010. Such vote was sufficient for approval of the Plan of Merger.

**SIXTH:** Adoption of merger by merging corporation – The Plan of Merger was approved and adopted by the sole member of the merging entity on April 20, 2010. Such vote was sufficient for approval of the Plan of Merger.

**SEVENTH:** The merger is permitted under the respective laws of the State of Florida and it is not prohibited by any agreement or by any provision of the Articles of Organization or the Operating Rules of either the surviving and merging entities.

**EIGHTH:** These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

**NINTH: SIGNATURES FOR EACH PARTY :**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Bayshore Plaza I, LLC		_____ Carlos Ferreira de Melo, President
Bayshore Plaza II, LLC		_____ Carlos Ferreira de Melo, President

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on April 20, 2010.

Merging Entity:

BAYSHORE PLAZA II, LLC

By: MELO DEVELOPMENT, INC.  
its Sole Member

By:   
Carlos Ferreira de Melo, President

Surviving Entity:

BAYSHORE PLAZA I, LLC

By: MELO DEVELOPMENT, INC.  
Its Sole Member

By:   
Carlos Ferreira de Melo, President

## Exhibit A

### PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger and submitted in accordance with Section 608.438 of the Florida Statutes.

**FIRST:** The exact name and jurisdiction of the merging party is as follows (the "Merged Company"):

Bayshore Plaza II, LLC

Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows (the "Surviving Company"):

Bayshore Plaza I, LLC

Florida

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

Bayshore Plaza II, LLC ("Bayshore II") will merge with and into Bayshore Plaza I, LLC ("Bayshore I") such that all properties, rights, privileges and franchises of Bayshore II shall vest in Bayshore I, and all debts and liabilities of Bayshore II will become debts and liabilities of Bayshore I. The Articles of Organization and Operating Rules of Bayshore II will be the Articles of Organization and Operating Rules of the surviving entity, until thereafter amended in accordance with the provisions thereof and applicable law. The officers, directors, members, managers of Bayshore II will be the initial officers, directors, members, managers of the surviving entity and shall hold office until their respective successors are duly elected and qualified.

**FOURTH:** Effect of the Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single company, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers, immunities, assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, all of which shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall succeed to and assume the obligations of the Merged Company.

**FIFTH:** Members of Constituent Corporations. Prior to the Merger, the member of the Merged Company was the same member of the Surviving Company. From and after the Effective Date, the same member shall continue as the only member of the Surviving Company. On the Effective Date, and without any further action by the parties hereto: (i) the membership interests of the member in the Merged Entity shall automatically be cancelled, (ii) the

membership interests of the member in the Surviving Entity shall remain outstanding and constitute 100% of the membership interests in the Surviving Entity, and (iii) the book credits allocated to the member of the Merged Company shall be added to the book credits allocated to the member in the Surviving Company.

**SIXTH:** Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

**SEVENTH:** Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but on in the same document.

**EIGHTH:** The name and address of the managing member of the Surviving Company is as follows:

Melo Development, Inc.  
Carlos Ferreira de Melo, President  
250 N.E. 25<sup>th</sup> Street  
Suite 201  
Miami, Florida 33137

IT WITNESS WHEREOF, the parties have executed this Plan of Merger on April 20, 2010.

BAYSHORE PLAZA I, LLC

By:



Carlos Ferreira de Melo  
President

BAYSHORE PLAZA II, LLC

By:



Carlos Ferreira de Melo  
President