

LO8000028315

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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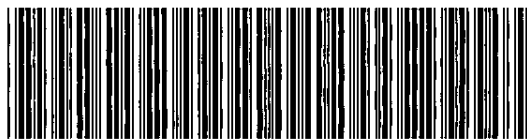
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

DEC - 8 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ALPRE, L.L.C.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

CARLOS M. FARAH, CPA

(Contact Person)

APPELROUTH, FARAH & CO.

(Firm/Company)

999 PONCE DE LEON BLVD, STE 625

(Address)

CORAL GABLES, FL 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

CARLOS M. FARAH

(Name of Contact Person)

at ( 305 ) 444-0999

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

**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

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 2, 2008

CARLOS M. FARAH, CPA  
APPLEROUTH, FARAH & CO.  
999 PONCE DE LEON BLVD, STE 625  
CORAL GABLES, FL 33134

SUBJECT: ALPRE, LLC  
Ref. Number: L08000028315

We have received your document for ALPRE, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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  
Regulatory Specialist II

Letter Number: 908A00058871

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TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Becam Corporation	FL P06000070994	CORPORATION
ALPRE, L.L.C.	FL L08000028315	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>
ALPRE, L.L.C.	FL	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.

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**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:

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**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

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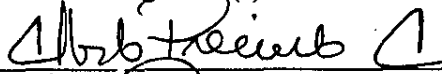

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Becam Corporation		Alberto Preciado
ALPRE, L.L.C.		Alberto Preciado

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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## AGREEMENT AND PLAN OF MERGER

*THIS AGREEMENT AND PLAN OF MERGER*, effective as of November 30, 2008, is made between Becam Corporation, a for-profit Florida corporation, and ALPRE, L.L.C., a Florida limited liability company ("ALPRE, L.L.C.")

### RECITALS

- A. Becam Corporation is a for-profit corporation organized and existing under the laws of the State of Florida.
- B. ALPRE, L.L.C. is a limited liability company organized and existing by virtue of the laws of the State of Florida.
- C. The board of directors and shareholders of Becam Corporation and the managers of ALPRE, L.L.C. deem it desirable and in their best interests that Becam Corporation be merged into ALPRE, L.L.C. (as described in greater detail herein, the "Merger") and have adopted this plan of merger as of the 19th day of November, 2008.

### AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

- 1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein.
- 2. **Surviving Company.** The surviving entity of the Merger shall be ALPRE, L.L.C., and it shall be a Florida limited liability company governed by the laws of the State of Florida.
- 3. **Capital Structure Prior to Merger.** With respect to each entity, prior to the Merger the numbers of issued, authorized and outstanding shares or interests are as follows:

	Authorized	Issued	Outstanding
Becam Corporation (a Florida for-profit corporation)	100, shares common stocks, \$100.00 par value	100	100
ALPRE, L.L.C. (a Florida limited liability company)	100 percent participation percentage	100 percent participation percentage	100 percent participation percentage

With respect to Becam Corporation, there is only one class or series of stock and all stock once issued can vote without restriction. With respect to ALPRE, L.L.C., each member is entitled to one vote for each one percent participation percentage owned.

4. **Approval of Plan.** This Agreement and Plan of Merger and the Articles of Merger were duly approved and adopted by unanimous vote of the board of directors and shareholders of Becam Corporation, and by unanimous vote of the managers and members of ALPRE, L.L.C.

6. **Plan of Merger.** On the effective date of the Merger:

(a) Every 10 shares of the Common Stock of Becam Corporation shall be converted into and become a membership interest in ALPRE, L.L.C. with a Participation Percentage equal to 9.9 percent, such that the current shareholders of Becam Corporation shall own Membership Interests with an aggregate Participation Percentage equal to 99 percent.

(b) The current members in ALPRE, L.L.C. shall be deemed to own Membership Interests with an aggregate Participation Percentage equal to one percent.

(c) The separate corporate existence of Becam Corporation shall terminate and cease.

(d) The surviving limited liability company, ALPRE, L.L.C., shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, chooses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of Becam Corporation, whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.

(e) The surviving limited liability company shall become subject to all the liabilities, obligations and penalties of Becam Corporation.

7. **Issuance of Membership Certificates.** The manner and basis of issuing the new membership certificates is as follows: the shareholders of Becam Corporation

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shall surrender the stock certificates representing the issued and the outstanding stock of Becam Corporation and shall receive new ALPRE, L.L.C certificates reflecting their interests.

8. **Managers.** The manager of ALPRE, L.L.C., the surviving entity, is Alberto Preciado, and his business address is 2340 South Dixie Highway, Miami, FL 33133.

9. **Ordinary Course of Business.** Neither Becam Corporation nor ALPRE, L.L.C. shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

10. **Course of Dealing.** No course of dealing between the parties shall be effective to change, modify or discharge any provisions of the Agreement or to constitute a waiver of any default.

11. **Amendments.** This Agreement may be modified or amended only by an instrument in writing executed by the parties.

12. **Governing Law.** This Agreement shall be governed by and construed under the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties have executed this Agreement effective the date and year first above written.

ALPRE, L.L.C., a Florida limited liability company

By: Alberto Preciado  
Alberto Preciado, Manager

Becam Corporation, a Florida corporation

By: Alberto Preciado  
Alberto Preciado, President

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