

L080000039608

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(Address)

(City/State/Zip/Phone #)

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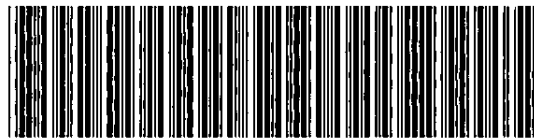
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2008 MAY 19 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Besada Enterprises, LLC
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Mark S. Gallegos, Esq.
(Contact Person)
Gallegos & Associates, LLC
(Firm/Company)
9130 S. Dadeland Blvd. #1202
(Address)
Miami, FL 33156
(City, State and Zip Code)

For further information concerning this matter, please call:

Mark S. Gallegos at (305) 761-8500
(Name of Contact Person) (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

**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>
Besada Engineering Company	(Miami FL) FL Corp	

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>
Besada Enterprises, LLC	Miami-Dade	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.

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:

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:

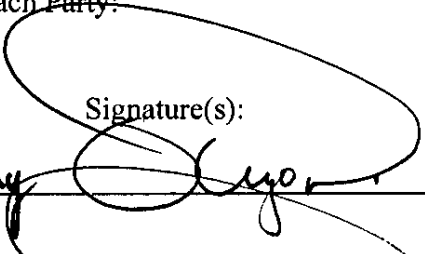
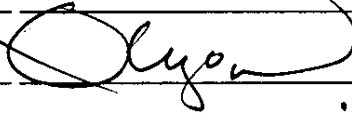
Besada Enterprises, LLC is formed on-line
with FL Division of Corporations

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:
Besada Engineering Company		Earl Dwight Besada P/D
Besada Enterprises, LLC		Earl Dwight Besada MGRM

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

PLAN OF MERGER

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>
Besada Engineering Company	Miami-Dade Cty	FL Corporation
Besada Enterprises, LLC	Miami-Dade County	FL 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>
Besada Enterprises, LLC	Miami-Dade County	limited liability Company

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

Besada Engineering Company has determined that it is in the best interest of the Company and its sole shareholder to undertake this merger into a limited liability company structure.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

One hundred percent of the stock of Besada Engineering Corporation shall be exchanged for ninety percent of the Membership interest in the surviving limited liability company, Besada Enterprises, LLC

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

As the sole shareholder of Besada Engineering Corporation Earl Dwight Besada P/D has determined that the shares of stock shall be converted and all rights transferred in exchange for ninety percent interest in Besada Enterprises, LLC.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

1. *Ezel Dwight Besada MGRM 8624 NW 1st St. Miami FL 33126*
2. *Ramiro Besada MGRM 8624 NW 1st St. Miami FL 33126*
3. *Alberto Cardona 6246 S.W. 191 Ave. Pembroke Pines FL 33532*

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)