

May 29, 2008 12:28PM  
Division of Corporations

QUINTANA &amp; ASSOCIATES, P.A.

No. 3652

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**108000047167**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**SOBERON FARM HOLDING, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$112.50

**T. CLINE**

MAY 30 2008

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1. The Maria D. Soberon Family Limited Partnership 2543 SW 99 <sup>th</sup> Place Miami, Florida 33165	Florida	Limited Partnership

Florida Document/Registration #: A98000001937  
FEI Number: 65-0907295

2. Soberon Land Holdings, Inc a Florida corporation 2543 SW 99 <sup>th</sup> Place Miami, Florida 33165	Florida	Corporation
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Florida Document/Registration #: P06000066305  
FEI Number: 20-8916679

3. Soberon Farm Holding, LLC a Florida limited liability company 2543 SW 99 <sup>th</sup> Place Miami, Florida 33165	Florida	LLC
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Florida Document/Registration #: L08000047167  
FEI Number #: 26-2690309

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Survivor Entity") are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Soberon Farm Holding, LLC a Florida limited liability company 2543 SW 99 <sup>th</sup> Place Miami, Florida 33165	Florida	LLC

Florida Document/Registration #: L08000047167  
FEI Number: # 26-2690309

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was unanimously approved by each corporation and limited partnership that is a party to the Merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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**FOURTH:** All entities that are parties to the Merger, including the Surviving Entity, were formed and exist under the laws of the State of Florida and have duly appointed Registered Agents pursuant to Chapter 48, Florida Statutes.

**FIFTH:** There are no dissenting shareholders, partners, and/or members. The Merger was unanimously approved by all of the shareholders and partners of each corporation and limited partnership that is a party to the Merger.

**SIXTH:** The Merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any limited partnership or articles of incorporation or bylaws of a corporation that is a party to the Merger.

**SEVENTH:** The Merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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

**NINTH:** The name of the Survivor Entity is hereby changed to Soberon Farm Holdings, LLC.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Merger, this May 29, 2008.

The Maria D. Soberon Family Limited Partnership

By: Sara Navarro,  
as its sole General Partner

Sara Navarro  
By: Sara Navarro  
Its: Individually

Soberon Land Holdings, Inc.,  
a Florida Corporation

Sara Navarro  
By: Sara Navarro  
Its: President

Soberon Farm Holdings, LLC,  
a Florida Limited Liability Company

Sara Navarro  
By: Sara Navarro  
Its: Manager

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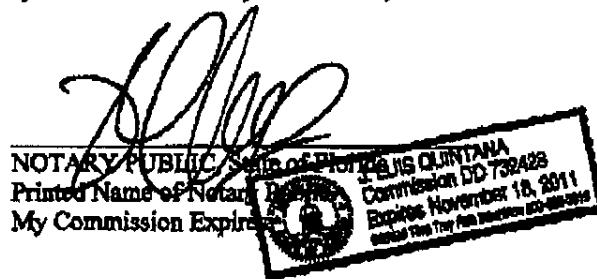
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STATE OF FLORIDA       )  
                                  )  
COUNTY OF MIAMI-DADE   ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Sara Navarro, personally known to me to be the person, who, as the President of Soberon Land Holdings, Inc., a Florida Corporation and Soberon Farm Holdings, LLC, a Florida Limited Liability Company and the General Partner of The Maria D. Soberon Family Limited Partnership, executed the foregoing Articles of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this May 29, 2008.



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