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FOWLER WHITE BURNETT

PAGE 01/08

TRANSMISSION VERIFICATION REPORT

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Page 1 of 1

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To:

Division of Corporations

Fax Number : (850) 617-6380 6383

From:

Account Name : FOWLER WHITE BURNETT P.A.

Account Number : 071250001512

Phone : (305) 789-9200

Fax Number : (305) 789-9201

MERGER OR SHARE EXCHANGE**128/202 CARRIAGE, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$68.75

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Help

Audit No. H08000225238 3

ARTICLES OF MERGER

OF

202 BEACH CORP. *P05-147584*

INTO

128/202 CARRIAGE, LLC *LD8-91258*

Pursuant to the provisions of Section 607.1108, 607.1109, 608.438, 608.4381 and 608.4382, Florida Statutes, these Articles of Merger provide that:

1. 202 BEACH CORP., a Florida corporation, shall be merged with and into 128/202 CARRIAGE, LLC, a Florida limited liability company, which shall be the surviving entity.

2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholder of 202 Beach Corp. by written consent dated Sept 26, 2008, and by the Member and Manager of 128/202 Carriage, LLC, by written consent dated Sept 26, 2008.

3. The merger shall become effective on the day the Articles of Merger have been filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their respective authorized officer and manager as of Sept 30, 2008.

202 BEACH CORP., a Florida corporation

By: 

Henry Salum, President

Audit No. H08000225238 3

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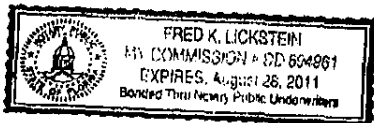
128/202 CARRIAGE, LLC, a Florida limited liability company

By: [Signature]
Henry Salum, Manager

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) :ss)

The foregoing instrument was acknowledged before me this 26 day of Sept, 2008, by Henry Salum, as President, of 202 BEACH CORP., a Florida corporation, on behalf of the corporation, ☒ who is personally known to me or ☐ who has produced _____ as identification.

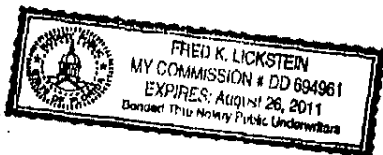


[Signature]
Notary Public, STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) :ss)

The foregoing instrument was acknowledged before me this 26 day of Sept, 2008, by Henry Salum, as Manager, of 128/202 CARRIAGE, LLC, a Florida limited liability company, on behalf of the company, ☒ who is personally known to me or ☐ who has produced _____ as identification.



[Signature]
Notary Public, STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____

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Audit No. H 08225238 3

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Audit No. H08000225238 3

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made this 26th day of September, 2008, by and between 208 BEACH CORP., a Florida corporation (the "Merging Entity"), and 128/202 CARRIAGE, LLC, a Florida limited liability company (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity was formed in the State of Florida on Sept 25, 2008, and is a manager-managed limited liability company. All of the membership interests in the Surviving Entity are owned by Alina Salum;

WHEREAS, the Merging Entity was formed in the State of Florida on November 4, 2005. All of the issued and outstanding stock in the Merging Entity is owned by Alina Salum; and

WHEREAS, the Shareholder and Board of Directors of the Merging Entity and the Member of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions on Sept 26, 2008, which provide that pursuant to the applicable provisions of the Florida Limited Liability Company Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

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NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall be 128/202 CARRIAGE, LLC.

4. **ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

5. **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect.

6. **MANAGEMENT BY MANAGER.** Henry Salum, the Manager of the predecessor manager-managed limited liability company, shall continue to manage the Surviving Entity as a

Audit No. H08000225238 3

manager-managed limited liability company after the merger. The name and address of the Manager is as follows: Henry Salum, 14750 NW 77 Court, Suite 313, Miami Lakes, Florida 33016.

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the stock of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

Since the assets of the Merging Entity constitute an additional capital contribution to the Surviving Entity by Alina Salum, who is the sole member of the Merging Entity and the sole member of the Surviving Entity, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interest of the member of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the sole member of the Merging Entity shall surrender her stock certificate to the Surviving Entity and such certificate shall be canceled. The then outstanding membership interests of the Surviving Entity shall continue thereafter to constitute all of the outstanding membership interests in the Surviving Entity.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all of the members of the Surviving Entity and by the sole Shareholder and Board of Directors of the Merging Entity.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Limited Liability Company Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

Audit No. H08000225238 3

10. **AUTHORIZATION OF MEMBERS AND MANAGERS.** The officers of the Merging Entity and the Manager of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. **EFFECTIVE DATE.** This Plan shall become effective on the close of business on Sept 30, 2008 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. **RIGHT TO ABANDON MERGER.** The Board of Directors and sole Shareholder of the Merging Entity and the member of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective officers or Manager, as the case may be, who are duly authorized by the respective members of the Constituent Entities.

MERGING ENTITY:

202 BEACH CORP.,
a Florida limited liability company

By: 

Henry Salum, President

SURVIVING ENTITY:

128/202 CARRIAGE, LLC,
a Florida limited liability company

By: 

Henry Salum, Manager

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