

Sent By: CANTOR & WEBB P.A.;

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Division of Corporations

Florida Department of State
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From:

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Account Number : I20060000108
Phone : (305) 374-3886
Fax Number : (305) 371-4564

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Ondursa Investment LLC

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~~S. HAWKES~~

~~OCT 16 2008~~

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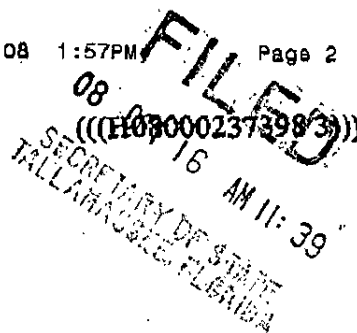
EXAMINER

EXAMINER

10/16/2008

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S. HAWKES



**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>
Ondursa Investment Limited Corp.	Florida	Profit Corporation

9080000971645

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>
Ondursa Investment LLC	Florida	Limited Liability Company

108000097423

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:
n/a (date of filing)

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

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Ondursa Investment Limited Corp.	<i>Marie J. Orlandini</i>	Marie J. Orlandini
Ondursa Investment LLC	<i>Marie J. Orlandini</i>	Marie J. Orlandini

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

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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>
Ondursa Investment Limited Corp.	Florida	Profit Corporation

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>
Ondursa Investment LLC	Florida	Limited Liability Company

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

At the effective time of the merger, Ondursa Investment Limited Corp., the merging corporation, shall be merged with and into Ondursa Investment LLC, a Florida limited liability company. The Articles of Organization for Ondursa Investment LLC shall remain the articles of organization for the surviving limited liability company.

(Attach additional sheet if necessary)

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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:

All shares of Ondursa Investment Limited Corp., the merging corporation,

shall be cancelled and shall not be converted or exchanged in any manner.

All assets of Ondursa Investment Limited Corp., the merging corporation,

shall become assets of Ondursa Investment LLC, the surviving limited liability company.

(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:

The rights to acquire the shares of Ondursa Investment Limited Corp., the merging corporation, shall cease. The rights to acquire any assets of Ondursa Investment Limited Corp., the merging corporation, shall be transferred to Ondursa Investment LLC, the surviving limited liability company.

(Attach additional sheet if necessary)

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SECRETARY OF REVENUE
TALLAHASSEE, FLORIDA

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

n/a

(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:

Marie J. Orlandini

1001 Brickell Bay Drive, #3112

Miami, FL 33131

Anthony M. Orlandini

1001 Brickell Bay Drive, #3112

Miami, FL 33131

(Attach additional sheet if necessary)

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TALLAHASSEE, FL 32399

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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)

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