

LID0000045772

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

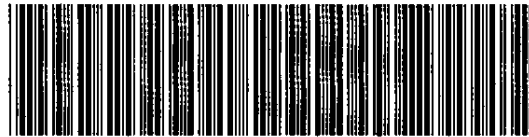
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L. SELLERS
JUL - 2 2010
EXAMINER

Office Use Only



800182608538

07/01/10--01048--016 **140.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUL - 1 PM 2:15

FILED

MULLER & LEBENSBURGER

Attorneys at Law

Charles E. Muller II
Brian A. Lebensburger
Michael P. Schwartz

of counsel
Dale A. Heckerling

7385 Galloway Road
Suite 200
Miami, Florida 33173
Telephone: 305-670-6770
Fax: 305-670-6769

Writer's Direct Extension: 290

June 30, 2010

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: CDS ASJ Building, LLC
CDS Delray Redevelopment, LLC**

Dear Sir or Madam:

The enclosed Certificate and Plan of Merger of the above-referenced entities and check in the amount of \$140.00 (representing the \$50.00 costs for filing fees and \$90.00 for three (3) certified copies of the filed Certificate and Plan of Merger) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael P. Schwartz, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, FL 33173

For further information concerning this matter, please call Michael P. Schwartz at (305) 670-6770.

Yours very truly,



MICHAEL P. SCHWARTZ

MPS:ma

Enclosures: as stated

C:\Lira\DESANTIS\CARL\Lir FI SecState 02.wpd

Certificate and Plan of Merger

The following constitutes a plan of merger in accordance with Florida Statutes §608.438 and a certificate of merger prepared for filing in accordance with Florida Statutes §608.4382. In this merger, CDS ASJ Building, LLC, a Florida limited liability company, will merge into CDS Delray Redevelopment, LLC, a Florida limited liability company, which will be the surviving entity.

1. Terms and Conditions of Merger.

The merger shall take effect upon filing this certificate of merger with the Secretary of State, State of Florida.

2. Manner and Basis of Converting Interests of the Members.

The interests of the members of CDS Delray Redevelopment, LLC will be unchanged by this merger, and the interests of the members of CDS ASJ Building, LLC will be converted upon the effective date into the right of each such member to receive cash in the aggregate amount of three dollars. There are no and shall be no continuing rights to acquire interests in any company.

3. Articles of Organization and Operating Agreement of the Surviving Entity.

The surviving entity is CDS Delray Redevelopment, LLC, a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger. Management of CDS Delray Redevelopment, LLC, the surviving entity, is vested in one or more managers.

4. Effective Date of the Merger.

The merger shall be effective upon filing this certificate of merger with the Secretary of State, State of Florida.

5. Provision Authorizing Abandonment.

No party to this merger is authorized to abandon the proposed merger.

6. Approval.

This plan of merger was approved by each company in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

7. Appraisal and Appraisal Rights.

No member of CDS ASJ Building, LLC is entitled to appraisal rights as a result of this merger.

FILED
10 JUL - 1 PM 2: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS our signatures this 24 day of June, 2010.

CDS ASJ Building, LLC

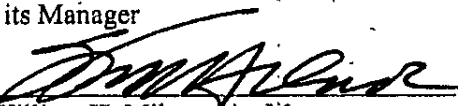
By:


William H. Milmo, its Manager

CDS Delray Redevelopment, LLC

By: CDS Group Holdings, L.L.C.,
its Manager

By:


William H. Milmo, its Manager