

L10000054504

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

L1-54504

(Document Number)

Certified Copies _____ Certificates of Status _____

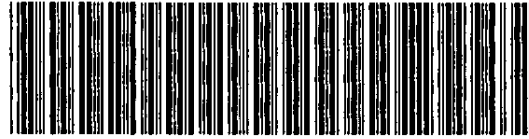
Special Instructions to Filing Officer:

A. LUNT

JAN -2 2013

EXAMINER

Office Use Only



400242947914

2012 DEC 28 PM 4: 25
RECEIVED
TALLAHASSEE, FLORIDA

FILED

12/28/12--01013--006 **80.00

SANFORD N. REINHARD, P.A.

ATTORNEY AT LAW

1290 WESTON ROAD

SUITE 201

WESTON, FLORIDA 33326

sanrein@bellsouth.net

TELEPHONE
(954) 389-8900

TELECOPIER
(954) 389-8777

December 27, 2012

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Buidling
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2012 DEC 28 PM 4:25
TALLAHASSEE, FLORIDA

Re: *Corporate Park of Miami, LLC & Zinn Corporate Park Holdings, LLC*

Gentlemen:

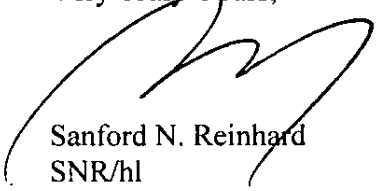
Enclosed please find the following:

1. Articles of Merger;
2. Check payable to your offices in the amount of \$80.00 which constitutes the filing fee and a request for a certified copy. If you are able we are providing a return Fed Ex envelope for the return of the certified copy.

Please note that the merger must be effective as of December 31st, so we need your cooperation in filing same as of that date. If there are any questions or issues, rather than returning the document, please contact the undersigned immediately.

Thank you.

Very Truly Yours,


Sanford N. Reinhard
SNR/hl
Enclosures.

**ARTICLES OF MERGER
OF
CORPORATE PARK OF MIAMI, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)
AND
ZINN CORPORATE PARK HOLDINGS, LLC
(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 28 PM 4: 25

FILED

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Corporate Park of Miami, LLC 7705 N.W. 48 th Street, Suite 110 Miami, FL 33166	Florida	limited liability company
Florida Document/Registration Number: L10000054504		FEI Number: 650724414

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Zinn Corporate Park Holdings, LLC 7705 N.W. 48 th Street, Suite 110 Miami, FL 33166	Florida	limited liability company
Florida Document/Registration Number: L10000054515		FEI Number: 272703881

THIRD: The Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes, and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective on December 31, 2012, after the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the Surviving Company on December 27, 2012.

SIXTH: Adoption of Merger by the Merging Company:

The Plan of Merger was approved by all of the members of the Merging Company on December 27, 2012.

SEVENTH: Signatures:

Dated: December 27, 2012.

Corporate Park of Miami, LLC, a
Florida limited liability company

By: Richard Zinn
Richard Zinn, Manager

Zinn Corporate Park Holdings, LLC, a
Florida limited liability company

By: Richard Zinn
Richard Zinn, Manager

RECORDED & INDEXED
STATE OF FLORIDA
2012 DEC 28 PM 4:25

FILED

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Florida Statutes Section 608.438.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Corporate Park of Miami, LLC 7705 N.W. 48 th Street, Suite 110 Miami, FL 33166	Florida	limited liability company
Florida Document/Registration Number: L10000054504		FEI Number: 650724414

2012 DEC 28 PM 4: 25
RECEIVED
FLORIDA SECRETARY OF STATE

FILED

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Zinn Corporate Park Holdings, LLC 7705 N.W. 48 th Street, Suite 110 Miami, FL 33166	Florida	limited liability company
Florida Document/Registration Number: L10000054515		FEI Number: 272703881

THIRD: The terms and conditions of the merger which shall be effective December 31, 2012, are as follows:

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present Operating Agreement of the surviving company, as amended and restated to reflect this merger, will be the Operating Agreement of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The manager of the surviving company at the effective time and date of the merger shall be the manager of the surviving company, and shall serve as manager until the election and qualification of his successor or until his tenure is otherwise terminated in accordance with the Operating Agreement of the surviving company.

All liabilities of the merging company shall become the responsibility of the surviving company.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations, or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) company shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall remain issued other than the one (1) percentage point held by the merging company in the surviving company; however, additional interests in the survivor company shall be issued such that the current members of the company (other than the merging company) shall own 49.5% of the membership interests of the surviving company, and the members of the merging company shall own (in proportion to their percentage ownership interests of the merging company), the other 50.5% membership interests of the surviving company.

FIFTH The name and address of the manager of the surviving company are as follows:

Richard Zinn
7705 N.W. 48th Street, Suite 110
Miami, FL 33166

Corporate Park of Miami, LLC, a
Florida limited liability company

By: Richard Zinn
Richard Zinn, Manager

Zinn Corporate Park Holdings, LLC, a
Florida limited liability company

By: Richard Zinn
Richard Zinn, Manager

FILED
2012 DEC 28 PM 4:28
CLERK OF DISTRICT COURT
MIAMI, FLORIDA