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T. HAMPTON  
DEC 28 2010  
EXAMINER



December 21, 2010

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

SUBJECT: Yellow Leaf Development, LLC (Name of Surviving Party)

The enclosed Certificate of Merger and fees in the amount of \$180.00 are submitted for filing.

Please return all correspondence concerning this matter to:

Carmen Fanego, Esq.  
Yellow Leaf Development, LLC  
2828 Coral Way, Suite 530  
Miami, Florida 33145  
(305) 476-6269  
[cfanego@totalbank.com](mailto:cfanego@totalbank.com)

Please include a certified copy in the enclosed postage paid return envelope.

Very truly yours,

  
Carmen Fanego

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, 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>
5150 North State Road 7, LLC	Florida	Limited Liability Company - L10000025965
8505-8521 Harding Ave., LLC	Florida	Limited Liability Company - L10000025955
2710-2718 PIERCE STREET, LLC	Florida	Limited Liability Company - L10000024016
13970-13990 W. Dixie Hwy, N., LLC	Florida	Limited Liability Company - L10000061180
Latitude One Unit 1704, LLC	Florida	Limited Liability Company - L10000052950

**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>
Yellow Leaf Development, LLC	Florida	Limited Liability Company - L10000065836

**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.

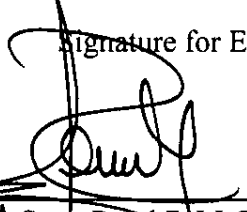
**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** The effective date of the merger is the date this document is filed by the Florida Department of State.

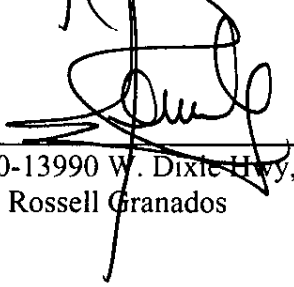
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**SIXTH:**

Signature for Each Party:

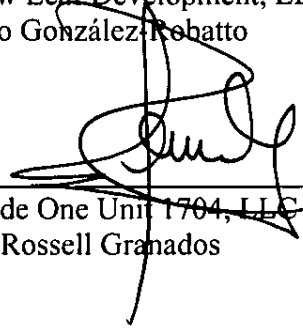
  
5150 North State Road 7, LLC  
Jorge Rossell Granados

  
2710-2718 PIERCE STREET, LLC  
Jorge Rossell Granados

  
13970-13990 W. Dixie Hwy, N., LLC  
Jorge Rossell Granados

  
8505-8521 Harding Ave, LLC  
Jorge Rossell Granados

  
Yellow Leaf Development, LLC  
Jacobo González Robatto

  
Latitude One Unit 1704, LLC  
Jorge Rossell Granados

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## PLAN OF MERGER

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**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

5150 North State Road 7, LLC	Florida	Limited Liability Company
8505-8521 Harding Ave., LLC	Florida	Limited Liability Company
2710-2718 PIERCE STREET, LLC	Florida	Limited Liability Company
13970-13990 W. Dixie Hwy, N., LLC	Florida	Limited Liability Company
Latitude One Unit 1704, LLC	Florida	Limited Liability Company

**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>
Yellow Leaf Development, LLC	Florida	Limited Liability Company

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

(a) The separate limited liability company existence of each of 5150 North State Road 7, LLC, 8505-8521 Harding Ave., LLC, and 2710-2718 Pierce Street, LLC shall cease and 5150 North State Road 7, LLC, 8505-8521 Harding Ave., LLC, 2710-2718 Pierce Street, LLC, 13970-13990 W. Dixie Hwy, N., LLC, Latitude One Unit 1704, LLC, and Yellow Leaf Development, LLC shall become and be a single limited liability company, with Yellow Leaf Development, LLC continuing to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such as surviving entity as are provided by the Florida Limited Liability Company Act.

(b) Each of 5150 North State Road 7, LLC, 8505-8521 Harding Ave., LLC, 2710-2718 Pierce Street, LLC, 13970-13990 W. Dixie Hwy, N., LLC, and Latitude One Unit 1704, LLC, shall cease to exist, and its property shall become the property of Yellow Leaf Development, LLC as the Surviving Limited Liability Company.

(c) The Articles of Organization and Operating Agreement (if any) of each of 5150 North State Road 7, LLC, 8505-8521 Harding Ave., LLC, 2710-2718 Pierce Street, LLC, 13970-13990 W. Dixie Hwy, N., LLC, Latitude One Unit 1704, LLC, and Yellow Leaf Development, LLC as in effect immediately prior to the Merger becoming effective, shall be the Articles of Organization and Operating Agreement of Yellow Leaf Development, LLC until amended in the manner provided by law and said documents.

(d) The Managers of the Surviving Limited Liability Company immediately prior to the Merger becoming effective shall continue as the managers of Yellow Leaf Development, LLC for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

**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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

Each membership interest of 5150 North State Road 7, LLC, 8505-8521 Harding Ave., LLC, and 2710-2718 Pierce Street, LLC, 13970-13990 W. Dixie Hwy, N., LLC, and Latitude One Unit 1704, LLC, issued and outstanding prior to the Effective Date of the Merger shall be converted without any action on the part of the holder thereof into and be exchanged for one membership interest of the Surviving Corporation.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE.

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

NONE.

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