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MERGER OR SHARE EXCHANGE
Ventures SE, LLC

T. CLINE

SEP 30 2011

EXAMINER

Certificate of Status	1
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CERTIFICATE OF MERGER
OF
MR 44 F LLC, L04-20169
A FLORIDA LIMITED LIABILITY COMPANY
INTO
VENTURES SE, LLC, L11-80237
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, Section 608.4382 of the Florida Limited Liability Company Act, the undersigned Florida limited liability companies adopt the following Certificate of Merger:

1. MR 44 F LLC, a Florida limited liability company, whose address is 1951 N.W. 19th Street, Suite 200, Boca Raton, FL 33431, and Ventures SE, LLC, a Florida limited liability company, whose address is 1951 N.W. 19th Street, Suite 200, Boca Raton, FL 33431, being validly and legally formed under the laws of the State of Florida, have adopted the Plan of Merger (the "Plan of Merger") which is attached hereto as Exhibit A and which is hereby made a part hereof.

2. The name and address of the surviving limited liability company is as follows:

Ventures SE, LLC
 1951 N.W. 19th Street, Suite 200
 Boca Raton, FL 33431

3. The Plan of Merger meets the requirements of Section 608.4381, Florida Statutes, and was approved by each limited liability company in accordance with Chapter 608, Florida Statutes.

4. The Plan of Merger shall become effective upon the filing of this Certificate of Merger with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 29th day of September, 2011.

VENTURES SE, LLC

By: Falcon Park West, LLC,
its Managing Member

By: 
Arthur L. Falcone, Manager

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MR 44 F LLC

By: Park West Miami 44, LLC,
its Sole Member

By: Park West Miami 44B, LLC,
its Managing Member

By: 
Arthur J. Palumbo, Manager

H:9310212240 Certificate of Merger: Veritas SEMA P/je

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER is made this 29th day of September 2011, between VENTURES SE, LLC, a Florida limited liability company (*Surviving Company*), MR 44F LLC, a Florida limited liability company the (*Absorbed Company*) and PARK WEST MIAMI 44, LLC, a Florida limited liability company (*PWM*).

R E C I T A L S:

A. The Surviving Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1951 N.W. 19th Street, Suite 200, Boca Raton, Florida 33431.

B. The Absorbed Company is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1951 N.W. 19th Street, Suite 200, Boca Raton, Florida 33431.

C. PWM is the sole member of the Absorbed Company.

D. The following Plan of Merger was adopted and approved by each party to the merger in accordance with Section 608.438 of the Florida Limited Liability Company Act (Act) and other applicable sections of the Act.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

- 1. *Recitals.* The foregoing recitals are true.
- 2. *Names of Merging Entities.* The name and address of the entities planning to merge are as follows:

- a. Ventures SE, LLC, a Florida limited liability company
1951 N.W. 19th Street, Suite 200
Boca Raton, Florida 33431
- b. MR 44F LLC, a Florida limited liability company
1951 N.W. 19th Street, Suite 200
Boca Raton, Florida 33431

- 3. *Surviving Company.* The name and address of the Surviving Company are as follows:

Ventures SE, LLC, a Florida limited liability company
1951 N.W. 19th Street, Suite 200
Boca Raton, Florida 33431

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4. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

5. **Conversion of Member Interest.** The manner and basis of converting the member interests of the Absorbed Company into member interests of the Surviving Company and the manner and basis of converting rights to acquire member interest of the Absorbed Company into rights to acquire member interest of the Surviving Company are as follows:

PWM's membership interest in the Absorbed Company shall be exchanged and converted into a membership interest in the Surviving Company, giving it a 23.6% Sharing Ratio in the Surviving Company (as defined in the Amended and Restated Operating Agreement for the Surviving Company).

6. **Changes in Articles of Organization.** The articles of organization of the Surviving Company shall continue to be its articles of organization following the effective date of the merger.

7. **Effective Date of Merger.** The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

END OF DOCUMENT
See Next Page For Signatures

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

VENTURES SE, LLC

By: Falcon Park West LLC,
its Managing Member

By: _____
Arthur J. Falcone, Manager

MR 44 F LLC

By: Park West Miami 44 LLC,
its Sole Member

By: Park West Miami 44B, LLC,
its Managing Member

By: _____
Arthur J. Falcone, Manager

PARK WEST MIAMI 44, LLC

By: Park West Miami 44B, LLC,
its Managing Member

By: _____
Arthur J. Falcone, Manager

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