

L12000009501

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

FEB 15 2012

EXAMINER

Law Offices
ERIC P. STEIN

1820 NORTHEAST 163 STREET, SUITE 100
NORTH MIAMI BEACH, FLORIDA 33162
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VIA FEDERAL EXPRESS

January 31, 2012

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

Re: Southern Property Investment Group, Inc.
Our File No.: 11-LAW-3036
Document No.: P92000006432

To Whom It May Concern:

Please be advised that our office represents Southern Property Investment Group, Inc., a Florida corporation. Enclosed please find the Articles of Merger of Southern Property Investment Group, Inc. with and into Southern Property Investment Group, LLC and check number 6207 in the amount of \$35.00 to file the aforementioned Articles of Merger.

Thank you,



Amanda H. Bender, Esq.

Enclosures: Articles of Merger of Southern Property Investment Group, Inc. with and into Southern Property Investment Group, LLC and check number 6207.

cc: Client



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2012

ERIC P. STEIN / LAW OFFICES
1820 NE 163 STREET
SUITE 100
NORTH MIAMI BEACH, FL 33162

SUBJECT: SOUTHERN PROPERTY INVESTMENT GROUP, LLC
Ref. Number: L12000009501

We have received your document for SOUTHERN PROPERTY INVESTMENT GROUP, LLC and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 312A00003906

**ARTICLES OF MERGER OF
SOUTHERN PROPERTY INVESTMENT GROUP, INC.
WITH AND INTO
SOUTHERN PROPERTY INVESTMENT GROUP, LLC**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Southern Property Investment Group, Inc., a Florida corporation (the "Corporation"), document number P92000006432, with and into Southern Property Investment Group, LLC, a Florida limited liability company ("LLC"), with the LLC being the surviving entity, is set forth below: **L12000009501**

1. The Corporation shall merge with and into the LLC, with the LLC as the surviving entity.
2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations, and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties have been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.
3. At the time of the merger, the Corporation will not have any outstanding warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.
4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issues shares.

5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issues in the merger. The LLC will issue no LLC membership interests except in exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.
6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:
 - a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.
 - b. The shareholders of the Corporation will receive no consideration other than the LLC membership rights for their shares.
 - c. At the effective date of merger, each share (or fractional share, as the case may be) of common stock of the Corporation, issued and outstanding shall be converted into a one percent (1%) membership interest (or corresponding fractional membership interest, as the case may be) of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for the one hundred (100) shares of outstanding common stock of the Corporation shall be one hundred percent (100%) membership interest in the LLC.

ARTICLE II – ADOPTION OF PLAN OR MERGER

The Plan of Merger was approved by the Corporation in accordance with the Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger.

ARTICLE III – EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.


DATED this 6 day of January, 2012.

FILED

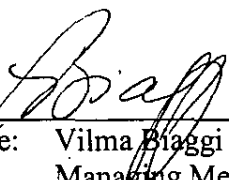
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SOUTHERN PROPERTY INVESTMENT
GROUP, INC., a Florida corporation**

By: 
Print Name: Vilma Biaggi
Title: President

**SOUTHERN PROPERTY INVESTMENT
GROUP, LLC, a Florida limited liability
company**

By: 
Print Name: Vilma Biaggi
Title: Managing Member