

✓ **L98000002401**

**ROBERT W. STEWART, P.A.**

999 Brickell Avenue  
Suite 1006  
Miami, Florida 33131

Telephone: (305) 358-7272  
Telecopier: (305) 358-7755

ADMITTED  
FLORIDA AND DISTRICT OF  
COLUMBIA BAR

FILED  
98 DEC 21 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 18, 1998

The Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

200002718202--9

-12/21/98--01125--014

\*\*\*\*140.00 \*\*\*\*\*96.25

\$140.00

RE: Filing of Articles of Merger of E.S. Bankest L.C.

Dear Sir or Madam:

Per my telephone conversation with Brenda in your registration department, I enclose herewith two (2) original counterparts of the Articles of Merger of E.S. Bankest L.C. Also enclosed is our trust account check in the amount of \$140.00 representing the filing fee advised by Brenda to be as follows:

Fee of Florida corporation merging:	\$35.00
Fee of Limited Liability Company merging:	\$52.50
Certified Copy Fee:	<u>\$52.50</u>
<b>TOTAL:</b>	<b>\$140.00</b>

Once the Articles of Merger are filed, kindly return the certified copy of same to our office at the address indicated above. In the event you have any additional questions or require additional assistance in processing the above request, please contact our office immediately.

Thank you for your assistance with the above.

Name	W. P. Verfyer
Availability	W. P. Verfyer
Document	W. P. Verfyer
Examiner	W. P. Verfyer
U. S. Dept.	W. P. Verfyer
of Com.	W. P. Verfyer
State Encl.	W. P. Verfyer
verfyer	W. P. Verfyer
Knowledge	W. P. Verfyer
W. P. Verfyer	W. P. Verfyer

Sincerely,

Claire M. Scott,  
Legal Assistant

*Therap w/ name*

FILING	87.50
2. COPY	52.50
R. AGENT	
TOTAL	140.00
BALANCE DUE \$	
REFUND \$	

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E.S. BANKEST CORP., P98000031751

,

INTO

LACROZE L.L.C. which changed its name to

**E.S. BANKEST L.C.**, a Florida entity, L98000002401

File date: December 21, 1998

Corporate Specialist: Brenda Tadlock

**ARTICLES OF MERGER**

**FOR**

**E.S. BANKEST L.C.**

Pursuant to 607.1109 and 608.4382 Fla.Stats., E.S. Bankest Corp., a Florida corporation, and Lacroze LLC, a Florida limited liability company, hereby adopt the following Articles of Merger.

**I.**

**PLAN OF MERGER**

The following plan of merger has been approved by the parties to the merger:

1. **Merger.** This instrument sets forth the plan of merger for E.S. Bankest Corp., a Florida corporation and Lacroze LLC., a Florida limited liability company which is intended to take effect as of October 26, 1998. The name of the surviving entity will be E.S. Bankest L.C., a Florida limited liability company.

2. **Terms and Conditions of Merger.** Subject always to the terms and conditions set forth herein, Bankest shall be merged with and into Lacroze. The separate corporate existence of Bankest shall thereupon cease and Lacroze shall be the surviving entity (the "Surviving Entity") which shall thereafter continue as a limited liability company under the laws of the State of Florida and under the name E.S. Bankest L.C. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of Bankest and shall thereafter be responsible and liable for all the liabilities and obligations of Bankest, none of which shall be impaired by the merger.

3. **Conversion of Shares.** Upon the effective date of the merger herein contemplated, the shares of common stock of Bankest issued and outstanding on the date hereof shall cease to be outstanding and each such share shall be converted into and shall become one unit of interest in the Surviving Entity. Promptly after the effective date of the merger, the management of the Surviving Entity shall cause to be issued to the shareholders of Bankest certificates for the units of the Surviving Entity which are to be acquired hereby.

4. **Managers.** As aforesaid, E.S. Bankest L.C., a Florida limited liability company, is to be the Surviving Entity. Management thereof shall be vested in managers who shall be elected annually by the members of the Surviving Entity in the manner prescribed by and provided in the regulations of the Surviving Entity. The names and addresses of the managers who are to serve until the next succeeding annual meeting of members or until their successors are elected and qualify are:

Victor C. Balestra  
999 Brickell Avenue, 4<sup>th</sup> Fl.  
Miami, Florida 33131

Eduardo Orlansky  
999 Brickell Avenue, PH  
Miami, Florida 33131

Bernard Mollet  
999 Brickell Avenue, 4<sup>th</sup> Fl.  
Miami, Florida 33131

Hector Orlansky  
999 Brickell Avenue, PH  
Miami, Florida 33131

Joaquim Garnecho  
320 Park Avenue  
New York, N.Y. 10022

R. Peter Stanham  
999 Brickell Avenue, PH  
Miami, Florida 33131

Pierre Antoine Trezzini  
14 Avenue Montchoisi, CH-1006  
Lausanne, Switzerland

Dominick Parlapiano  
999 Brickell Avenue, PH  
Miami, Florida 33131

5. **Articles of Organization.** The articles of organization of Lacroze in effect on the date hereof shall be amended as follows:

- a) Article I. of the articles of organization shall be amended to read:

"The name of the limited liability company is E.S. Bankest L.C."

- b) Article VII. of the articles of organization shall be amended to read:

"The management of the limited liability company shall be vested in managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the limited liability company. The names and business addresses of the managers who are to serve until the next succeeding annual meeting of the members or until their successors are elected and qualified are:

Victor C. Balestra  
999 Brickell Avenue, 4<sup>th</sup> Fl.  
Miami, Florida 33131

Eduardo Orlansky  
999 Brickell Avenue, PH  
Miami, Florida 33131

Bernard Mollet  
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320 Park Avenue  
New York, N.Y. 10022

R. Peter Stanham  
999 Brickell Avenue, PH  
Miami, Florida 33131

Pierre Antoine Trezzini  
14 Avenue Montchoisi, CH-1006  
Lausanne, Switzerland

Dominick Parlapiano"  
999 Brickell Avenue, PH  
Miami, Florida 33131

## II.

### APPROVAL

The foregoing Plan of Merger was approved by E.S. Bankest Corp., a Florida corporation in conformity with the applicable provisions of Chapter 607, Fla.Stats. The foregoing Plan of Merger was approved by Lacroze LLC, a Florida limited liability company, in conformity with the applicable provisions of Chapter 608, Fla.Stats. Neither party hereto will become a general partner of the surviving entity.

## III.

### EFFECTIVE DATE

The effective date of these articles of merger shall be the date on which such articles of merger are filed with and accepted by the Department of State of the State of Florida.

In witness whereof, the above and foregoing Articles of Merger were executed the 16<sup>th</sup> day of December, 1998.

E.S. BANKEST CORP.

BY:

Hector Orlansky  
HECTOR ORLANSKY,  
President

LACROZE LLC

ESPIRITO SANTO BANK,  
Managing Member

BY:

Victor C. Balestra  
VICTOR C. BALESTRA,  
President

BANKEST CAPITAL CORP.,  
Managing Member

BY:

Eduardo Orlansky  
EDUARDO ORLANSKY,  
President

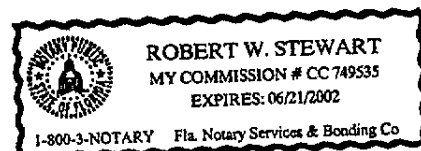
STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 1998, by Hector Orlansky, as President E.S. Bankest Corp., a Florida corporation on behalf of the corporation who is personally known to me and who did take an oath.

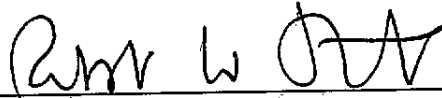
Robert W. Stewart  
NOTARY PUBLIC, State of Florida at  
Large

My Commission Expires:

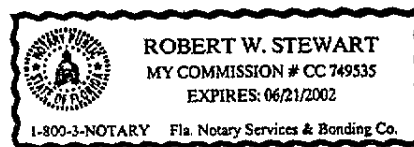


STATE OF FLORIDA                    )  
  )  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 1998, by Victor C. Balestra as President of Espirito Santo Bank, a Florida banking corporation, as a managing member of LACROZE LLC, a Limited Liability Company, on behalf of the Company, who is personally known to me and who did take an oath.

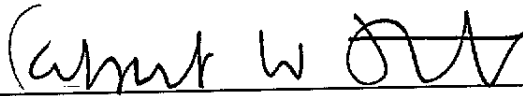
  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at  
Large

My Commission Expires:



STATE OF FLORIDA                    )  
  )  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 1998, by Eduardo Orlansky as President of Bankest Capital Corp., a Florida corporation, as a managing member of LACROZE LLC, a Limited Liability Company, on behalf of the Company, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at  
Large

My Commission Expires

