

FROM :

Division of Corporations

FAX No.

Apr 20 2009 11:28AM P1

Page 1 of 1

M05000006558

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : GREENBERG TRAUIG (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2435  
Fax Number : (407) 420-5909

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**

**AP COMMERCIAL PROPERTY LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 APR 20 AM 8:39

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M. THOMAS

APR 21 2009

EXAMINER

4/20/2009

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APR 20 PM 1:45

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

FROM : \_\_\_\_\_

FAX NO. : \_\_\_\_\_

Apr. 20 2009 11:29AM P2

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: AP Commercial Property, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 11/29/05

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 5/15/08
5. New name of the limited liability company: Altos Plaza Commercial, LLC  
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:  
\_\_\_\_\_
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
\_\_\_\_\_
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:  
\_\_\_\_\_
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Stephen Brandon  
Signature of a member or the authorized representative of a member

Stephen Brandon  
Typed or printed name of signer

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALTOS PLAZA COMMERCIAL LLLP", A DELAWARE LIMITED PARTNERSHIP,

"ALTOS PLAZA GP LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "AP COMMERCIAL PROPERTY LLC" UNDER THE NAME OF  
"ALTOS PLAZA COMMERCIAL LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MAY,  
A.D. 2008, AT 7:02 O'CLOCK P.M.

4058575 8100M

090376493

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7253367

DATE: 04-20-09

FROM : \_\_\_\_\_

FAX NO. :

Apr. 20 2009 11:29AM P4

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:02 PM 05/19/2008  
FILED 07:02 PM 05/19/2008  
SRV 080569593 - 4058575 FILE

**CERTIFICATE OF MERGER  
MERGING**

**ALTOS PLAZA GP LLC**

**AND**

**ALTOS PLAZA COMMERCIAL LLLP**

**INTO**

**AP COMMERCIAL PROPERTY LLC**

The undersigned, being an authorized person, does hereby certify for and on behalf of AP COMMERCIAL PROPERTY LLC, a Delaware limited liability company, that:

First: The name and jurisdiction of formation or organization of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
ALTOS PLAZA GP LLC	Delaware
ALTOS PLAZA COMMERCIAL LLLP	Delaware
AP COMMERCIAL PROPERTY LLC	Delaware

Second: An Agreement and Plan of Merger between the above parties has been approved and executed by each of the above constituent entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

Third: The name of the surviving limited liability company is **AP COMMERCIAL PROPERTY LLC**.

Fourth: The Certificate of Formation of AP COMMERCIAL PROPERTY LLC as in effect immediately prior to the merger shall be amended to change the name of the surviving limited liability company to "ALTOS PLAZA COMMERCIAL LLC," and as so amended shall be the certificate of formation of the surviving limited liability company.

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Apr. 20 2009 11:30AM P5

Fifth: The merger shall be effective upon the filing of this Certificate of Merger in the Office of the Secretary of State of the State of Delaware.

Sixth: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 2600 S.W. 3<sup>rd</sup> Avenue, Suite 730, Miami, FL 33129.

Seventh: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member or partner of any constituent entity.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed and acknowledged as of May 5, 2008.

**AP COMMERCIAL PROPERTY LLC**

By: SE Brandon  
Stephen E. Brandon, Authorized Person

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