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MERGER OR SHARE EXCHANGE  
40 DISTRICT LLC

Certificate of Status	0
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FEB 24 2011

EXAMINER

**CERTIFICATE OF MERGER**

**OF**

**MORADA DESIGN, LLC,**  
a Florida limited liability company (the "Merging Entity"),

**WITH AND INTO**

**40 DISTRICT LLC,**  
a Delaware limited liability company (the "Surviving Entity")

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The following Certificate of Merger is being submitted pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act").

**FIRST.** The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morada Design, LLC	Florida	Limited Liability Company

**SECOND.** The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
40 District LLC	Delaware	Limited Liability Company

**THIRD.** Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving business entity in the Merger. A copy of the Plan is attached hereto as Exhibit "A" and incorporated by reference herein.

**FOURTH.** The Plan of Merger was approved by the Merging Entity in accordance with Section 608.4381 of the Florida Act.

**FIFTH.** The Plan of Merger was approved by the Merging Corporation in accordance with Section 18-209 of the Delaware Act.

**SIXTH.** The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").

**SEVENTH.** Pursuant to the Plan of Merger, as of the Effective Date, the Certificate of Formation, as amended, of the Surviving Entity shall be the certificate of formation of the surviving business entity.

**EIGHTH.** The principal address of the Surviving Entity shall 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137. A copy of the Plan of Merger will be furnished by the Surviving Entity, on written request and without cost, to any member of the Merging Entity.

**NINTH.** The Surviving Entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595 of the Florida Act.

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate of Merger to be signed this 23 day of February, 2011.

**MERGING ENTITY:**

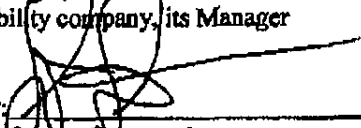
MORADA DESIGN, LLC,  
a Florida limited liability company

By:   
Dennis Scholl, its Manager

**SURVIVING ENTITY:**

40 DISTRICT LLC,  
a Delaware limited liability company

By: Miami Design District Associates  
Manager, LLC, a Florida limited  
liability company, its Manager

By:   
Steven Gritenstein  
Vice President



**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of Morada Design, LLC, a Florida limited liability company, having a mailing address of 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137 (the "Non-surviving Entity"), with and into 40 District LLC, a Delaware limited liability company (the "Surviving Entity"), having a mailing address of 3841 N.E. 2nd Avenue, Suite 400, Miami, Florida 33137.

WHEREAS, the Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity and the Surviving Entity will be the surviving business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
Morada Design, LLC	Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
40 District LLC	Delaware

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.4381 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), at the "Effective Date," as hereinafter defined, the Non-surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-surviving Entity shall cease and the Surviving Entity shall be the surviving business entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the filing of that certain Certificate of Merger by and between the Non-surviving Entity and the Surviving Entity with the Secretary of State of the State of Delaware (the "Effective Date").

5. Treatment of Equity Interests.

(a) Each membership interest in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the Florida Act and Section 18-209 of the Delaware Act.

7. Certificate of Formation of the Surviving Entity. The Certificate of Formation of the Surviving Entity, as amended, as in effect on the Effective Date shall be the certificate of formation of the surviving business entity.

8. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 23 day of February, 2011.

**NON-SURVIVING ENTITY:**

MORADA DESIGN, LLC,  
a Florida limited liability company

By:   
Dennis Scholl, its Manager

**SURVIVING ENTITY:**

40 DISTRICT LLC,  
a Delaware limited liability company

By: Miami Design District Associates  
Manager, LLC, a Florida limited  
liability company, its Manager

By:   
Steven Gretenstein  
Vice President 