

PO2000036686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

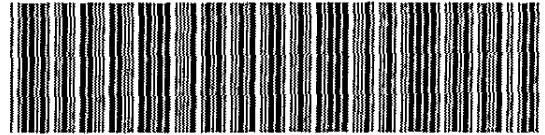
(Business Entity Name)

(Document Number)

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T. Lewis*

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PEQUEÑA HABANA, INC
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

GEORGE SAENZ
(Name of person)

GEORGE SAENZ CPA PA
(Name of firm/company)

45 SW 24 ROAD
(Address)

MIAMI, FL 33129
(City/state and zip code)

For further information concerning this matter, please call:

GEORGE SAENZ at (305) 856-4924
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Return Fee & ENCLOSED

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PEQUEÑA HABANA, INC.	FL	P02000036686

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BA PROPERTY GROUP, INC	FL	P01000108815

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 7 / 23 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 7/21/2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 7/21/2004

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

DANIEL RAZZETTO

DANIEL RAZZETTO

Agreement and Plan of Merger

This Agreement and Plan of Merger is made this July 21, 2004 between Pequeña Habana, Inc., a Florida corporation ("PHI") and BA Property Group, Inc, a Florida Corporation ("BAPG").

Recitals

PHI is a Florida Corporation with its principal place of business located in Miami, Florida. PHI is authorized to issue 1500 shares of common stock, \$1 per value, of which, 100 shares are presently issued and outstanding as of the date of this Agreement.

BAPG is a Florida Corporation with its principal place of business located in Miami, Florida. BAPG is authorized to issue 1500 shares of common stock, no par value, of which 100 shares are presently issued and outstanding as of the date of this Agreement.

The boards of directors of PHI and BAPG agree it is in the best business interests of the corporations and their shareholders that BAPG be merged into PHI, in accordance with the terms and conditions of this Agreement and Plan of Merger, in such manner that this transaction qualify as of reorganization within the meaning of Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

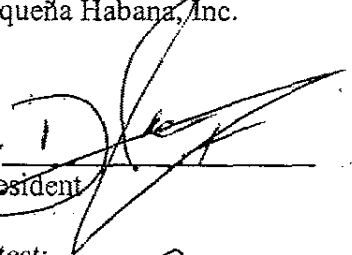
Therefore, in consideration of the mutual covenants set forth in this Agreement and subject to the terms and conditions of this Agreement, the parties agree as follows:

1. BAPG shall merge with and into PHI, which shall be the surviving corporation.
2. On the effective date of the merger, the separate existence of BAPG shall cease, and PHI shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal or mixed of BAPG without the necessity for any separate transfer. PHI shall thereafter be responsible and liable for all liabilities and obligations of BAPG, and the rights of neither creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
3. Each share of the common stock of BAPG issued and outstanding as of the effective date of the merger shall be converted into an equal number of shares of common stock of PHI on a one-for-one basis. Upon the effective date of the merger, holders of outstanding stock of BAPG shall surrender their shares to PHI and shall thereafter be issued new shares of PHI stock in exchange.
4. The articles of Incorporation of PHI shall continue to be its articles of incorporation following the effective date of the merger.
5. The bylaws of PHI shall continue to be its bylaws following the effective date of merger.
6. The directors and officers of PHI on the effective date of the merger shall continue as the directors and officers of PHI for the full unexpired terms of their offices and until successors have been elected or appointed and qualified.

7. This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of PHI and BAPG, such approval to be obtained on or before July 22, 2004.
8. The effective date of this merger shall be July 23, 2004.

In witness whereof, the parties have executed this Agreement and Plan of Merger as of the date set forth above.

Pequeña Habana, Inc.

By 
President

Attest:


Secretary

BA Property Group, Inc.

by 
President


Secretary