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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

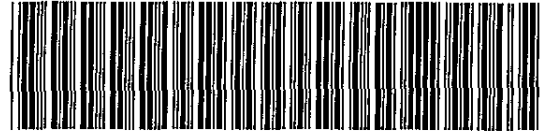
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing C

*Cheryl:*

*Please make sure  
effective date is  
June 30<sup>th</sup>. Thank  
you,  
Lily*



400020881084

06/27/03--01026--011 \*\*78.75

03 JUN 26 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE  
06-30-03

C. Ooulette JUL 15 2003

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**BRODSKY & MULLIN, P.A.**

ATTORNEYS AT LAW

TERRANCE J. MULLIN  
tjm@brodsky-mullin.com

SUITE 340  
3059 GRAND AVENUE  
COCONUT GROVE, FLORIDA 33133  
TEL. (305) 442-1101  
FAX (305) 442-6744  
www.brodsky-mullin.com

June 26, 2003

**Via Federal Express**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Merger

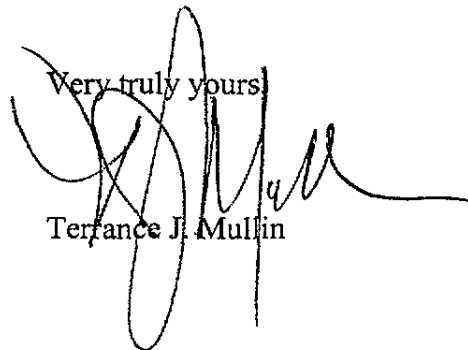
Dear Sirs/Madams:

Enclosed is an original and one copy of Articles of Merger together with our check in the amount of \$ 78.75 for the filing fee and fee for a certified copy of the Articles. Note the June 30<sup>th</sup> effective date.

I look forward to receiving the certified copy of the Articles in the enclosed self-addressed, stamped envelope.

Thank you.

Very truly yours,



Terrance J. Mullin

TJM:lv  
w/encls.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 7, 2003

BRODSKY & MULLIN, P.A.  
TERRANCE J. MULLIN  
STE. 340, 3059 GRAND AVE.  
COCONUT GROVE, FL 33133

SUBJECT: TRUJILLO BROTHERS OF MIAMI-DADE CORP.  
Ref. Number: P02000124419

RECEIVED  
03 JUL 14 PM 12:41  
DIVISION OF CORPORATIONS

We have received your document for TRUJILLO BROTHERS OF MIAMI-DADE CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where is the Plan of Merger you referenced as Exhibit 1 in your Articles of Merger? We must have the as part of this filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 003A00040220

# BRODSKY & MULLIN, P. A.

ATTORNEYS AT LAW

TERRANCE J. MULLIN  
tjm@brodsky-mullin.com

SUITE 340  
3059 GRAND AVENUE  
COCONUT GROVE, FLORIDA 33133  
TEL. (305) 442-1101  
FAX (305) 442-6744  
www.brodsky-mullin.com

June 26, 2003

## Via Federal Express

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Merger

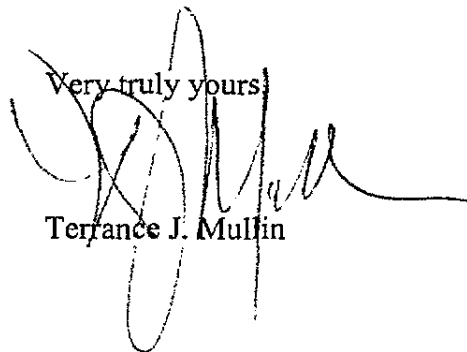
Dear Sirs/Madams:

Enclosed is an original and one copy of Articles of Merger together with our check in the amount of \$ 78.75 for the filing fee and fee for a certified copy of the Articles. Note the June 30<sup>th</sup> effective date.

I look forward to receiving the certified copy of the Articles in the enclosed self-addressed, stamped envelope.

Thank you.

Very truly yours,



Terrance J. Mullin

TJM:lv  
w/encls.

**ARTICLES OF MERGER OF TRUJILLO REAL ESTATE COMPANY, INC. WITH  
AND INTO TRUJILLO BROTHERS OF MIAMI-DADE CORP.**

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to the Florida Business Corporation Act for the purpose of merging Trujillo Real Estate Company, Inc., a Florida corporation, with and into Trujillo Brothers of Miami-Dade Corp., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Trujillo Real Estate Company, Inc.	Florida
Trujillo Brothers of Miami-Dade Corp.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "Trujillo Brothers of Miami-Dade Corp."

3. This merger is permitted under the laws of the State of Florida, Trujillo Real Estate Company, Inc. and Trujillo Brothers of Miami-Dade Corp. have complied with the applicable provisions of the laws of the State of Florida.

4. The Agreement and Plan of Merger of Trujillo Real Estate Company, Inc. and Trujillo Brothers of Miami-Dade Corp. (the "Agreement and Plan of Merger") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The board of directors of Trujillo Brothers of Miami-Dade Corp., the Surviving Corporation in the merger, approved and adopted the Agreement and Plan of Merger by unanimous written consent on June 4, 2003 and directed that such document be submitted to a vote of its shareholders. The board of directors of Trujillo Real Estate Company, Inc. approved and adopted the Agreement and Plan of Merger by unanimous written consent on June 5, 2003 and directed that such document be submitted to a vote of its shareholders. The shareholders of Trujillo Real Estate Company, Inc. and Trujillo Brothers of Miami-Dade Corp, respectively, duly approved and adopted the Agreement and Plan of Merger by unanimous written consent on June 9, 2003, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the Agreement and Plan of Merger were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding Entitled to Vote</u>
Trujillo Brothers of Miami-Dade Corp.	2,000 voting common shares

FILED  
 JUN 26 PM 2:14  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
06-30-03

Trujillo Real Estate Company, Inc.

100 voting common shares

There were no shares of Trujillo Brothers of Miami-Dade Corp. or Trujillo Real Estate Company, Inc. entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption of the Agreement and Plan of Merger were as follows:

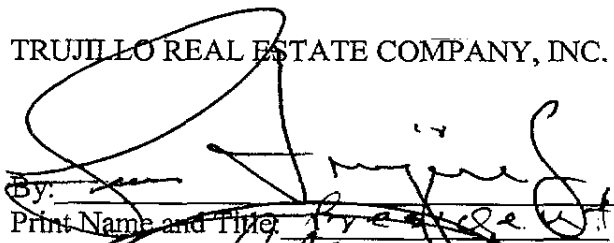
<u>Name of Corporation</u>	<u>Vote For/Voted Against</u>
Trujillo Brothers of Miami-Dade Corp.	2,000 voting common voted for
Trujillo Real Estate Company, Inc.	100 voting common voted for


8. The Articles of Incorporation of Trujillo Brothers of Miami-Dade Corp. will not be amended in conjunction with the merger.

9. These Articles of Merger, and the Agreement and Plan of Merger incorporated herein by reference, shall be effective June 30, 2003, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and Secretary of Trujillo Real Estate Company, Inc. and by the President and Secretary of Trujillo Brothers of Miami-Dade Corp., each thereunto duly authorized, as of the 26 day of June, 2003.

TRUJILLO REAL ESTATE COMPANY, INC.

By:   
 Print Name and Title: President

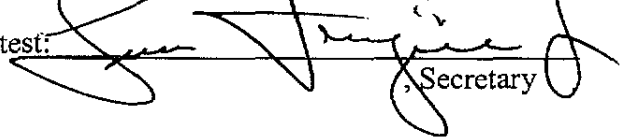
Attest:   
 Secretary

{Corporate Seal}

(SIGNATURES CONTINUED ON NEXT PAGE)

TRUJILLO BROTHERS OF MIAMI-DADE  
CORP.

By:   
Print Name and Title: President

Attest:   
Secretary

(Corporate Seal)

EXHIBIT 1

**AGREEMENT AND PLAN OF MERGER OF  
TRUJILLO REAL ESTATE COMPANY, INC. WITH  
AND INTO TRUJILLO BROTHERS OF MIAMI-DADE CORP.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of June 26, 2003, by and between Trujillo Real Estate Company, Inc. ("Real Estate"), a corporation organized and existing under the laws of the State of Florida (Real Estate being hereinafter sometimes referred to as the "Merging Corporation") and TRUJILLO BROTHERS OF MIAMI-DADE CORP. ("Brothers"), a corporation organized and existing under the laws of the State of Florida (Brothers being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the board of directors and shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Real Estate be merged with and into Brothers with Brothers being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE I - MERGER**

1.1 Real Estate shall be merged with and into Brothers in accordance with the laws of the State of Florida. The separate corporate existence of Real Estate shall thereby cease, and Brothers shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be Trujillo Brothers of Miami-Dade Corp.

1.3 On the Effective Date (as defined in Section 2.1 below) the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Date the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed: and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.



1.4 From and after the Effective Date, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

## **ARTICLE II – TERMS AND CONDITIONS OF THE MERGER**

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective on the date of filing the articles of merger or a date thereafter, as set forth in said articles. The date of such effectiveness is referred to in this Agreement as the “Effective Date.”

2.2 Prior to the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

## **ARTICLE III – ARTICLES AND BYLAWS; DIRECTORS AND OFFICERS**

3.1 The Articles of Incorporation of Brothers, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of Brothers, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the directors and officers of Brothers immediately prior to the Effective Date shall, after the merger, continue as the directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE IV – CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued and outstanding two thousand (2,000) shares of common stock, which shares are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued and outstanding one hundred (100) shares of \$1.00 par value voting common stock (“Real Estate Voting Common”) and nine thousand nine hundred (9,900) shares of \$1.00 par value non-voting common stock (“Real Estate Non-Voting Common”).

4.3 At the Effective Date, each issued and outstanding share of Real Estate Voting and Non-Voting Common held by Lucas Trujillo, Jr., and Alberto Trujillo shall be surrendered and cancelled. All issued and outstanding shares of Real Estate Voting and Non-Voting Common held by Lucas Trujillo, Sr. and Violeta Trujillo shall be surrendered and cancelled, and, upon surrender of said shares, each of Lucas Trujillo, Sr. and Violeta Trujillo shall receive cash in the amount of \$10,000.00.

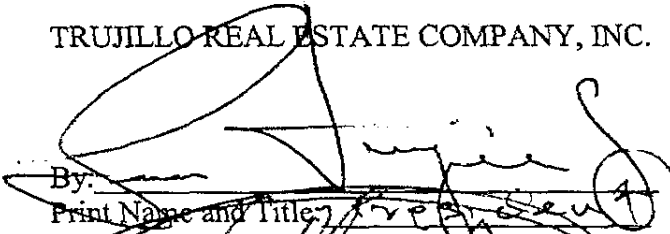

#### ARTICLE V – MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the board of directors of either of the Constituent Corporations may, in its sole discretion and at any time prior to the filing with the Department of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its directors, officers and shareholders in respect of this Agreement and Plan.

5.2 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein and herein provided for.

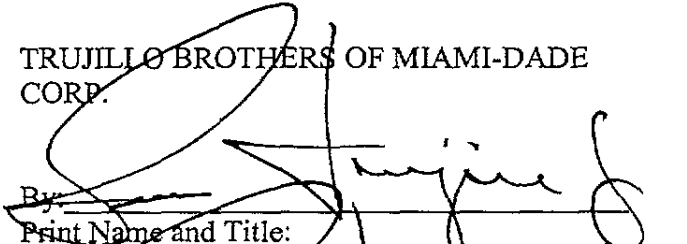
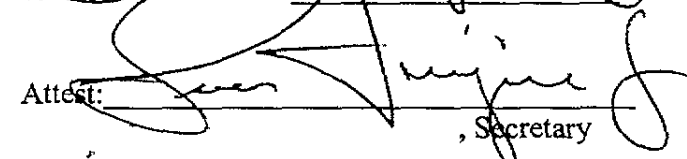
IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the boards of directors and shareholders of the Constituent Corporations, all as of the date and year first above written.

TRUJILLO REAL ESTATE COMPANY, INC.

By:   
Print Name and Title: \_\_\_\_\_  
Attest:  , Secretary

{Corporate Seal}

TRUJILLO BROTHERS OF MIAMI-DADE  
CORP.

By:   
Print Name and Title: \_\_\_\_\_  
Attest:  , Secretary

(Corporate Seal)