

FEB-19-2003 12:53 PM

FROM AKERMAN, SENTERFITT & EIDSON, P.A.

954-759-8911

703-392-3923

P03000017711

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000053118 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)  
Account Number : I19980000010  
Phone : (954) 463-2700  
Fax Number : (954) 463-2224

03 FEB 19 PM 3:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
03 FEB 19 PM 12:34  
DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**BRIDGES M. ENTERPRISES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

P03-17711

CR

64.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H03000053118 3

**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, pursuant to sections 607.1109 and 608.4382, F.S.

**First:** The name, jurisdiction and type of entity of the surviving party is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Bridges M. Enterprises, Inc.	Florida	Corporation

**Second:** The name, jurisdiction and type of entity of each merging party is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Bridges M. Enterprises, LLC	Florida	Limited Liability Company

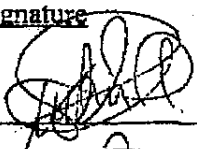

**Third:** The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, F.S., and was approved by the sole Member of Bridges M. Enterprises, LLC and the sole Director and sole Shareholder of Bridges M. Enterprises, Inc.

**Fourth:** The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation of Bridges M. Enterprises, Inc. or the Articles of Organization of Bridges M. Enterprises, LLC.

**Fifth:** The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

**Sixth:** These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

**Seventh:** SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual &amp; Title</u>
Bridges M. Enterprises, Inc.		Luis Puentes, President
Bridges M. Enterprises, LLC		Luis Puentes, sole Member

H03000053118 3

03 FEB 19 PM 3:28  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

H03000053118 3

### PLAN OF MERGER

This Plan of Merger (this "Plan") has been adopted as of the 13<sup>th</sup> day of February, 2003 by Bridges M. Enterprises, LLC, a Florida limited liability company ("BME-LLC") and Bridges M. Enterprises, Inc., a Florida corporation ("BME-Corp").

### RECITALS

The sole Director and sole Shareholder of BME-Corp and the sole Member of BME-LLC, have determined that it is advisable and in the best interest of each of BME-Corp and BME-LLC that BME-LLC be merged with and into BME-Corp on the terms and subject to the conditions set forth herein (the "Merger").

### ARTICLE I

#### The Merger

On the Effective Date (as defined in Article V hereof), BME-LLC shall merge with and into BME-Corp in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, and the separate existence of BME-LLC shall cease and BME-Corp shall thereafter continue as the surviving entity (the "Surviving Entity") under the laws of the State of Florida.

### ARTICLE II

#### The Surviving Corporation

On the Effective Date, the Articles of Incorporation of BME-Corp, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the Bylaws of BME-Corp, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity, until thereafter altered, amended or repealed.

### ARTICLE III

#### Manner and Basis of Converting Membership Units

On the Effective Date, each issued and outstanding membership unit of BME-LLC, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

### ARTICLE IV

#### Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of BME-LLC shall vest in the Surviving Entity, and all liabilities and obligations of BME-LLC shall become liabilities and obligations of the Surviving Entity.

H03000053118 3

03 FEB 19 PM 3:24  
FILED  
SECRETARY  
TALLAHASSEE  
FLORIDA

H03000053118 3

## ARTICLE V

### Effective Date

As used in this Agreement, the term "Effective Date" shall mean the date on which the Articles of Merger relating to the Merger are filed with the Secretary of State of the State of Florida.

## ARTICLE VI

### Amendment, Modification and Termination

The sole Manager of BME-LLC may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

The sole Director and sole Shareholder of the Surviving Entity are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 FEB 19 PM 3:24

FILED

H03000053118 3

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

BRIDGES M. ENTERPRISES, LLC, a Florida entity, L02000020218

INTO

**BRIDGES M. ENTERPRISES, INC.**, a Florida entity, P03000017711

File date: February 19, 2003

Corporate Specialist: Tammi Cline