

To: 000409.96436
Subject: 000409.96436
Division of Corporations

From: Ricky Soto

Wednesday, December 03, 2008 9:12 AM Page: 1 of 6

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MERGER OR SHARE EXCHANGE

PARK SQUARE COMMERCIAL - PHASE 1, INC.

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EXAMINER

To:
Subject: 000409.96436

From: Ricky Soto

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**ARTICLES OF MERGER
OF
VILLAGE AT DORAL COMMERCIAL, LLC, L05-711692
a Florida Limited Liability Company
WITH AND INTO
PARK SQUARE COMMERCIAL - PHASE 1, INC., 203-154823
a Florida Corporation**

Pursuant to the provisions of the Florida Business Corporation Act, the following articles of merger (the "Articles of Merger") have been duly adopted and are submitted to merge the following corporation and limited liability company in accordance with 607.1109 and 608.4382, Florida Statutes:

FIRST: The exact name, jurisdiction and entity type for each merging party (the "Merging Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VILLAGE AT DORAL COMMERCIAL, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction and entity type of the surviving party (the "Surviving Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PARK SQUARE COMMERCIAL - PHASE 1, Inc. 5835 Blue Lagoon Drive, 4 th Floor Miami, Florida 33126	Florida	Corporation

THIRD: The Merging Company is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Company shall cease. The Surviving Corporation is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

FOURTH: The attached Plan of Merger was approved by the Merging Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FIFTH: The attached Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes.

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

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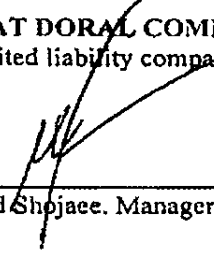
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MERGING COMPANY:

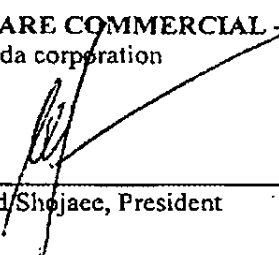
VILLAGE AT DORAL COMMERCIAL, LLC,
a Florida limited liability company

By: 
Masoud Shojaee, Manager

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SURVIVING CORPORATION:

PARK SQUARE COMMERCIAL - PHASE 1
INC., a Florida corporation

By: 
Masoud Shojaee, President

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of November 2008, by and between VILLAGE AT DORAL COMMERCIAL, LLC, a Florida limited liability company (the "Merging Company"), and PARK SQUARE COMMERCIAL - PHASE I, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized actions of the Board of Directors and sole Shareholder of the Surviving Corporation and all of the members and manager of the Merging Company, respectively, the Merging Company and the Surviving Corporation have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Company and the Surviving Corporation hereby agree as follows:

1. **MERGER.** The Merging Company and the Surviving Corporation agree that the Merging Company shall be merged with and into the Surviving Corporation, as a single and surviving entity, upon the terms and conditions set forth in this Plan, and that the Surviving Corporation shall continue under the laws of the State of Florida as the surviving entity of the Merger.

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as are provided thereunder.

(b) The Merging Company shall cease to exist, and its property shall become the property of the Surviving Corporation as the surviving entity of the Merger.

3. **CONSTITUENT DOCUMENTS.** As a result of the Merger and at the Effective Time, the constituent documents of the Surviving Corporation shall be as follows:

(a) **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation.

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(b) **Bylaws.** The Bylaws of the Surviving Corporation (the "Bylaws") shall continue in full force and effect with respect to the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES AND MEMBERSHIP INTERESTS**

No Conversion of Shares and Membership Interests. At the Effective Time, all of the membership interests of the Merging Company which shall be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled, and extinguished. The membership interests shall not be converted into shares of the surviving corporation.

5. **APPROVAL.** The Merger contemplated by this Plan has previously been unanimously adopted and approved by the Merging Company's manager and members and all of the Surviving Corporation's Board of Directors and Shareholders, in each case by written consent or at duly constituted meetings dated November 11, 2008 and November 11, 2008, respectively.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Time").

7. **AMENDMENTS.** The members of the Merging Company and the Board of Directors of the Surviving Corporation may amend or terminate this Plan to the full extent provided pursuant to applicable law.

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IN WITNESS WHEREOF, the parties have caused this Plan to be entered into as of the date first above written.

MERGING COMPANY:

VILLAGE AT DORAL COMMERCIAL, LLC,
a Florida limited liability company

By: _____
Name: Masoud Shojaee, Manager

SURVIVING CORPORATION:

PARK SQUARE COMMERCIAL - PHASE 1
INC., a Florida corporation

By: _____
Name: Masoud Shojaee, President

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