

P97000013584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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Office Use Only



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04/25/03--01036--022 **17.50

04/17/03--01050--010 **113.75

CF-17.50

RECEIVED
03 APR 17 AM 11:23
TALLAHASSEE, FLORIDA

BK

FILED
03 APR 20 PM 2:18
TALLAHASSEE, FLORIDA

FILED
03 APR 25 PM 2:18
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

03 APR 25 PM 2:18
FILED
TALLAHASSEE, FLORIDA

April 17, 2003

EMPIRE

TALLAHASSEE, FL

SUBJECT: LUILE HOLDINGS, INC.
Ref. Number: P97000013584

We have received your document for LUILE HOLDINGS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$113.75 payment.

To file this merger, you would pay \$52.50 for the limited partnership, \$35.00 for the merging corporation, and \$35.00 for the surviving corporation. A certified copy would then be an additional \$8.75.

The TOTAL AMOUNT REQUIRED TO FILE THE MERGER AND TO OBTAIN A CERTIFIED COPY WOULD BE \$131.25.

Please resubmit your filing with an ADDITIONAL \$17.50.

ALSO, the Articles of Merger state in the NINTH ITEM that the name of the survivor corporation is to be changed to LUILE HOLDINGS, INC. Our records indicate that the name of the corporation IS ALREADY -- LUILE HOLDINGS, INC. Please rectify this.

ALSO, in addition to the Articles of Merger, you must submit a PLAN OF MERGER. This document was not included. You may use the attached form to draw up a PLAN OF MERGER.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 003A00023203

Charter Number Only

VALIDATION ONLY

FILED
03 APR 25 PM 2:18
TALLAHASSEE, FLORIDA

April 16, 2003

Quintana & Assoc

Requestor's Name

338 Minorca Avenue

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

(305) 446-0300K.

CORPORATION(S) NAME

Luile Holdings, Inc.

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

ARTICLES OF MERGER
Merger Sheet

MERGING:

LUCA INVESTMENTS, LTD. (A97000000374), A FLORIDA LIMITED
PARTNERSHIP

SCHMEIL MANAGEMENT, INC. (P97000013588), A FLORIDA CORPORATION

INTO

LUILE HOLDINGS, INC., a Florida entity, P97000013584

File date: April 25, 2003

Corporate Specialist: Buck Kohr

FILED
03 APR 25 PM 2:18
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of each merging party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1. Luca Investments, Ltd. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Limited Partnership

Florida Document/Registration #: A97000000374
FEI Number: 65-0738290

2. Schmeil Management, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation
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Florida Document/Registration #: P97000013588
FEI Number: 01-0741885

3. Luile Holdings, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation
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Florida Document/Registration #: P97000013584
FEI Number: 65-0855561

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Survivor Entity") are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Luile Holdings, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation

Florida Document/Registration #: P97000013584
FEI Number: 65-0855561

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was unanimously approved by each corporation and limited partnership that is a party to the Merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: All entities that are parties to the Merger, including the Surviving Entity, were formed and exist under the laws of the State of Florida and have duly appointed Registered Agents pursuant to Chapter 48, Florida Statutes.

FIFTH: There are no dissenting shareholders, partners, and/or members. The Merger was unanimously approved by all of the shareholders and partners of each corporation and limited partnership that is a party to the Merger.

SIXTH: The Merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any limited partnership or articles of incorporation or bylaws of a corporation that is a party to the Merger.

SEVENTH: The Merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

EIGHTH: The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

NINTH: The name of the Survivor Entity is hereby changed to Luile Holdings, Inc.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Merger, this February __, 2003.

LUCA INVESTMENTS, LTD., a Florida Limited Partnership

By: Schmeil Management, Inc., a Florida Corporation, as its sole General Partner

By: Luis Echenique, Jr.,
Its: President

SCHMEIL MANAGEMENT, INC., a Florida Corporation

By: Luis Echenique, Jr.,
Its: President

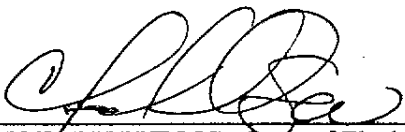
LUILE HOLDINGS, INC., a Florida Corporation

By: Luis Echenique, Jr.,
Its: President

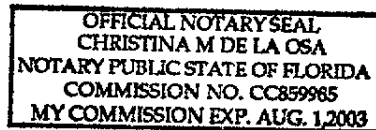
STATE OF FLORIDA)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Luis Echenique, Jr. personally known to me to be the person, who, as the President of SCHMEIL MANAGEMENT, INC., a Florida Corporation and LUILE HOLDINGS, INC., a Florida Corporation, executed the foregoing Articles of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this February 28, 2003.



NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires: 8/1/03



PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the Merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes. The Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

I: Merging Entities. The exact name and jurisdiction of each merging party (collectively the "Merging Entities") are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1. Luca Investments, Ltd. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Limited Partnership
2. Schmeil Management, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation
3. Luile Holdings, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation

FILED
APR 25 PM 2:19
CLERK OF DISTRICT COURT
JULIA M. STEIN
TALLAHASSEE, FLORIDA

II: Survivor Entity. The exact name and jurisdiction of the surviving party (the "Survivor Entity") are as follows:

<u>Name</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Luile Holdings, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation

III: Disappearing Entities. The exact name and jurisdiction of the disappearing entities (collectively the "Disappearing Entities") are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1. Luca Investments, Ltd. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Limited Partnership
2. Schmeil Management, Inc. 5900 S.W. 100 St. Miami, Florida 33156	Florida	Corporation

IV: Terms and Conditions of the Merger. The terms and conditions of the Merger are as follows:

a. **Background:** Luis Echenique, Jr. and Ileana Echenique own (as the sole shareholders) 500 shares (as tenants by the entireties) of Luile Holdings, Inc., the Survivor Entity, which 500 shares represent 100% of all issued and outstanding shares. Similarly, Luis Echenique, Jr. and Ileana Echenique are the sole shareholders,

owning 500 shares (as tenants by the entireties) of Schmeil Management, Inc., which will be merged into Luile Holdings, Inc., the Survivor Entity. Luile Holdings, Inc. and Luis Echenique, Jr. are the sole limited partners of Luca Investments, Ltd. Schmeil Management, Inc. is the sole general partner of Luca Investments, Ltd.

b. Reason for Merger: On December 15, 2000, Luis Echenique, Jr. acquired the entire partnership interest of Carlos Perez-Perasso, a former limited partner of Luca Investments, Ltd. Luca Investments, Ltd. had been formed principally to accommodate the needs of Carlos Perez-Perasso, a former limited partner of Luca Investments, Ltd. Since Luis Echenique, Jr. and his wife, Ileana Echenique are currently the sole beneficial partners of Luca Investments, Ltd., individually and by and through Luile Holdings, Inc. and Schmeil Management, Inc., this merger is being done to simplify the ownership interests of Luis Echenique, Jr. and Ileana Echenique in all of the entities merging.

c. Terms and Conditions: Luis Echenique, Jr. and Ileana Echenique will continue to own, as the sole shareholders, 500 shares (as tenants by the entireties) of Luile Holdings, Inc., the Survivor Entity, which 500 shares represent 100% of all issued and outstanding shares. Schmeil Management, Inc. and Luca Investments, Ltd. will merge into Luile Holdings, Inc. and cease to exist after the Merger. Luis Echenique, Jr. and Ileana Echenique will be issued another 500 shares in Luile Holdings, Inc., in recognition of their interests in Schmeil Management, Inc. and Luca Investments, Ltd.

V: Manner and Basis of Conversion. The manner and basis of converting the rights, interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the Survivor Entity, in whole or in part, into cash or other property are as follows:

a. On the Effective Date, the 500 shares of Schmeil Management, Inc. of common stock that are issued and outstanding shall without more be converted into and exchanged for 10 shares of Luile Holdings, Inc. in accordance with this Plan.

b. On the Effective Date, the 50% interest of the limited partnership interest of Luis Echenique, Jr. shall without more be converted into and exchanged for 490 shares of Luile Holdings, Inc. in accordance with this Plan. Said 490 shares shall be titled in the name of Luis Echenique, Jr. and Ileana Echenique (as tenants by the entireties).

c. Each share of the Surviving Entity's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Entity's stock.

d. Luis Echenique, Jr. and Ileana Echenique will be issued another 500 shares in Luile Holdings, Inc., in recognition of their interests in Schmeil Management, Inc. and Luca Investments, Ltd. After the Merger, Luis Echenique, Jr. and Ileana Echenique will own, as the sole shareholders, 1000 shares (as tenants by the entireties) of Luile Holdings, Inc., the Survivor Entity, representing 100% of all issued and outstanding shares.

VI: Articles of Incorporation. The Articles of Incorporation of the Survivor Entity as in effect immediately before the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Survivor Entity from and after the Effective Date until further amended as permitted by law.

VII: Satisfaction of Rights of Disappearing Entities Shareholders/Partners. All shares of Survivor Entity's stock into which shares and interest of the Disappearing Entities shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares and interest.

VIII: Effect of Merger. On the Effective Date, the separate existence of the Disappearing Entities shall cease, and Survivor Entity shall be fully vested in the Disappearing Entities' rights, privileges, immunities, powers, and

franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

IX: Supplemental Action. If at any time after the Effective Date, the Survivor Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Merging Entities, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Survivor Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Survivor Entity, or to otherwise carry out the provisions of this Plan.

X: Signatories. In addition to all the Merging Entities, Luis Echenique, Jr. hereby joins in the execution of this Plan of Merger as a 50% Limited Partner of Luca Investments, Ltd. to evidence his consent to the Merger.

XI: Name Change. The name of the Survivor Entity shall be changed to Luile Holdings, Inc.


IN WITNESS WHEREOF, the undersigned has executed these Plan of Merger, this February 26, 2003.

LUCA INVESTMENTS, LTD., a Florida Limited Partnership

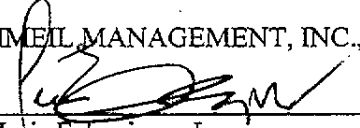
By: Schmeil Management, Inc., a Florida Corporation,
as its sole General Partner


By: Luis Echenique, Jr.
Its: President

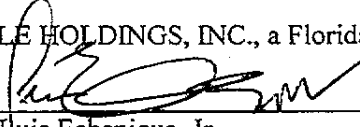
LUCA INVESTMENTS, LTD., a Florida Limited Partnership

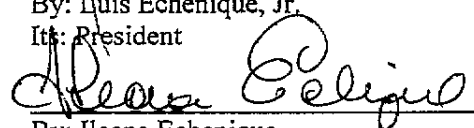

By: Luis Echenique, Jr.
Its: Individually as a Limited Partner

SCHMEIL MANAGEMENT, INC., a Florida Corporation


By: Luis Echenique, Jr.
Its: President

LUILE HOLDINGS, INC., a Florida Corporation


By: Luis Echenique, Jr.
Its: President

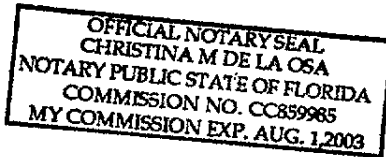

By: Ileana Echenique
Its: Individually


FILED
03 APR 25 PM 2:18
STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Luis Echenique, Jr. personally known to me to be the person, who, Individually and as the President of SCHMEIL MANAGEMENT, INC., a Florida Corporation and LUTLE HOLDINGS, INC., a Florida Corporation, executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this February 28, 2003.



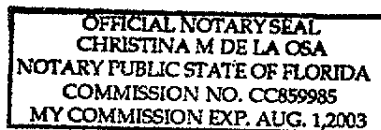

NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires: 8/1/03

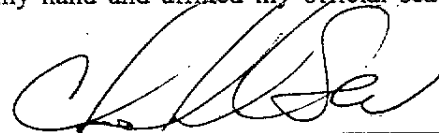
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03 APR 25 PM 2:18
STATE
ALBANY, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Ileana Echenique personally known to me to be the person, who, Individually executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this February 28, 2003.




NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires: 8/1/03