

MAR-07-2012 WED 12:47 PM

FAX NO.

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Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

PA1000042887

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : RENNERT, VOGEL, MANDLER & RODRIGUEZ, P.A,
Account Number : 076103002011
Phone : (305) 577-4177
Fax Number : (305) 373-6036

Attn: Irene Albritton

12 MAR - 7 PM 2:24

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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE
Cornerstone SPE, Inc.

Certificate of Status	0
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Page Count	01
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Merger @ 3/7/12

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2/24/2012 10:55:50 AM PAGE 1/001 Fax Server



February 24, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORNERSTONE POMPANO, INC.
2100 HOLLYWOOD BOULEVARD
HOLLYWOOD, FL 33020US

SUBJECT: CORNERSTONE POMPANO, INC.
REF: P93000064850

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name should be reflected to match document number P93000064850 in the ARTICLES OF MERGER, THE SIGNATURES OF EACH CORPORATION AND THE PLAN OF MERGER which is CORNERSTONE POMPANO, INC. the SURVIVING CORPORATION.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H12000048845
Letter Number: 612A00007819

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12 MAR 7 7:41:09 AM '12
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cornerstone SPE, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Leyani Roman
Contact Person

Cornerstone Group
Firm/Company

2100 Hollywood Boulevard
Address

Hollywood, FL 33020
City/State and Zip Code

leyani.roman@cornerstonegrp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leyani Roman At (305) 443-8288
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
12 MAR - 7 PM 2:24

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Cornerstone SPE, Inc.</u>	<u>Hollywood, FL</u>	<u>PA7000042887</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Cornerstone POMPAD, Inc.</u>	<u>Hollywood, FL</u>	<u>PA3000064850</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 02 / 16 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 January 1, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 1, 2012 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 January 1, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 1, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Cornerstone SPE, Inc. - #P9700042587</u>	<u>Hollywood, FL</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Cornerstone COMPAD, Inc # P03000489</u>	<u>Hollywood, FL</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

The Merger shall become effective when the following actions shall have been completed:

- (a) This Merger shall have been adopted and approved by the shareholders of the Corporation in accordance with the requirements of the Florida Business Corporation Act;
- (b) All of the conditions precedent to the consummation of the Merger shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and
- (c) The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

ATTACHED AS EXHIBIT "A"

Other provisions relating to the merger are as follows:

N/A

EXHIBIT "A"

P9300006485

5/29/97
12:30 PM

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: BERMAN WOLFE & RENNERT, P.A.
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ
PHONE: (305) 577-4166
(305) 373-6036

FAX #:

NAME: MELO HOLDINGS, INC.
AUDIT NUMBER.....H97000008810
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
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MAY 29 1997 12:51PM BWR

NO. 938 P. 5/3

FAX AUDIT NO. H9700008818

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MELO HOLDINGS, INC.

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

- 1. The name of the Corporation is MELO HOLDINGS, INC.
2. The following amendment to the Articles of Incorporation ("Articles") was adopted with the approval of the Sole Shareholder in a Written Consent Action of the Sole Shareholder of the Corporation on May 29, 1997, in the manner prescribed by the Florida General Corporation Act:

(1) Article 1 is deleted in its entirety and the following substituted therefor:

ARTICLE 1

The name of the corporation is CORNERSTONE POMPANO, INC.

- 3. In all other respects, the Articles are confirmed and ratified.

DATED this 29th day of May, 1997.

MELO HOLDINGS, INC. a Florida corporation

By: Jorge Lopez, Vice President

(Corporate Seal)

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JORGE LOPEZ, known to me to be the Vice President of MELO HOLDINGS, INC., a Florida corporation, and he acknowledged before me that he signed the foregoing for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of May, 1997.

My Commission Expires:

OFFICIAL NOTARY SEAL GISELE M VIEIRA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. 0040211 MY COMMISSION EXP. SEPT 19, 1998

NOTARY PUBLIC State of Florida at Large

Prepared By and Return To: Leon J. Wolfe, Esq., #327247 BERMAN WOLFE & RENNERT, P.A. 100 S.E. Second Street, #3500 Miami, Florida 33131-2130 (305) 577-4167

cc: L:\AW\C\cornerstone\Melo Holdings\Art of Amend (from MELO to Cornerstone).wpd

FAX AUDIT NO. H9700008818

FILED 97 JUN -2 AM 10:30 Tallahassee, Florida