

682032

STEARNS WEAVER MILLER

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MERGER OR SHARE EXCHANGE  
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ARTICLES OF MERGER  
OF  
Southeastern Florida Properties, Inc.,  
a Florida corporation  
AND  
Pacific International Equities, Inc.,  
a Florida corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Southeastern Florida Properties, Inc., a Florida corporation (the "Merging Corporation"), listed as document number 407129, and Pacific International Equities, Inc., a Florida corporation, (the "Surviving Corporation"), listed as document number 682032, adopted on the 18 day of March, 2010, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA and hereby certify as follows:

**FIRST:** The name of the Merging Corporation is Southeastern Florida Properties, Inc. The name of the surviving corporation is Pacific International Equities, Inc.

**SECOND:** The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1101 and 607.1105 of the FBCA, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA.

**THIRD:** The Plan of Merger was adopted by the Joint Resolutions of the Board of Directors and Shareholders of the Merging Corporation and the Surviving Corporation on March 18, 2010.


**FOURTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Incorporation or Bylaws of the Surviving Corporation.

**FIFTH:** The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

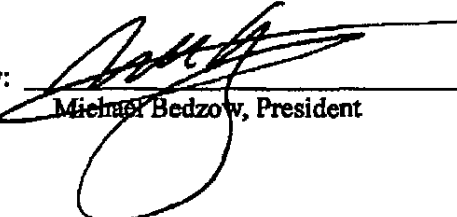
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 18 day of March, 2010.

Southeastern Florida Properties, Inc., a Florida corporation

By:   
Michael Bedzow, President

Pacific International Equities, Inc., a Florida corporation

By:   
Michael Bedzow, President

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between Southeastern Florida Properties, Inc., a Florida corporation (the "Merging Corporation"), and Pacific International Equities, Inc., a Florida corporation (the "Surviving Corporation"), for the purpose of merging the Merging Corporation with and into the Surviving Corporation (the "Merger").

NOW, THEREFORE, Merging Corporation and the Surviving Corporation hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1101 of the Florida Business Corporation Act (the "FBCA").

1. Merger. At the Effective Date (as defined herein) of the Merger, the Merging Corporation shall be merged with and into Surviving Corporation, and Surviving Corporation shall be the surviving corporation of the Merger and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA (the "Effective Date"). The Merger was approved by Merging Corporation and Surviving Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and Surviving Corporation have consented to the Merger.

2. Governing Documents.


a. The Articles of Incorporation of the Surviving Corporation (the "Articles of Incorporation"), as in effect immediately prior to the Effective Date shall constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall constitute the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers. The persons who are officers of the Surviving Corporation immediately prior to the Effective Date shall continue to be officers of the Surviving Corporation.

4. Name. The name of the Merging Corporation is Southeastern Florida Properties, Inc. The name of the Surviving Corporation is Pacific International Equities, Inc.

5. Succession. At the Effective Date, the separate corporation existence of Merging Corporation shall cease, and the Surviving Corporation shall possess all the assets, rights, privileges, powers and franchises of a public or private nature and be subject to all the



restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Corporation.

6. Conversion of Shares; Capitalization of Surviving Corporation; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

a. All shares of the Surviving Corporation outstanding and owned by shareholders of the Surviving Corporation immediately prior to the Effective Date shall continue to remain outstanding and owned by such shareholders in the same manner as owned immediately prior to the Effective Date.

b. At the Effective Date, each share of Southeastern Florida Properties, Inc. owned by shareholder(s) of Southeastern Florida Properties, Inc. immediately prior to the Effective Date shall be cancelled and extinguished.

c. Pursuant to Sections 607.1301 through 607.1333 of the FBCA, there are no dissenting shareholders of Merging Corporation or dissenting shareholders of Surviving Corporation because all of the shareholders of Merging Corporation and all of the shareholders of Surviving Corporation have consented to this Plan and Agreement.

7. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

8. Further Assurances. If at any time Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Corporation the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the Effective Date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Corporation and to otherwise carry out the provisions hereof.

9. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

10. Approval of the Shareholders and the Board of Directors of the Merging Corporation and the Surviving Corporation. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, the Board of Directors and all of the

shareholders of Merging Corporation and by the Board of Directors and all of the shareholders of Surviving Corporation.

11. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Corporation.

12. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

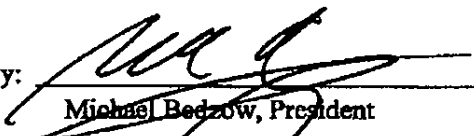
13. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

14. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

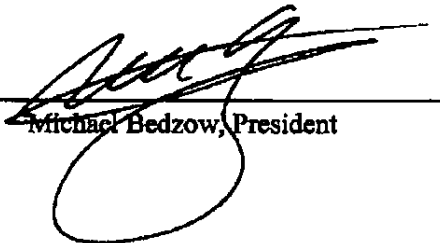
15. Counterparts. This Plan and Agreement may be executed in one or more counterparts, including facsimile or electronically transmitted counterparts, each which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives as of March 18, 2010.

Southeastern Florida Properties, Inc., a Florida corporation

By:   
Michael Bedzow, President

Pacific International Equities, Inc., a Florida corporation

By:   
Michael Bedzow, President