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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **VULCAN EQUITIES, L.C.**
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

EDDY LEAL

Contact Person

VULCAN EQUITIES, L.C.

Firm/Company

PO BOX 191958

Address

SAN JUAN, PUERTO RICO 00919-1598

City, State and Zip Code

aleal@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JORGE E. BLANCO at (**305**) **444-0044**
Name of Contact Person Area Code Daytime Telephone Number

Certified copy (optional) \$30.00

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

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

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BRIGHTPOINT INVESTMENT GROUP, LLC	FLORIDA	LIMITED LIABILITY COMPANY (LLC)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
VULCAN EQUITIES, L.C.	FLORIDA	LIMITED COMPANY (LC)
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

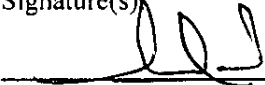

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
BRIGHTPOINT INVESTMENT GROUP, LLC		EDDY LEAL
VULCAN EQUITIES, LC		EDDY LEAL

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

MERGER AGREEMENT

This Merger Agreement is made, entered and delivered in the city of Miami, Florida as of the 30th day of July 2014, by and among, **BRIGHTPOINT INVESTMENT GROUP, LLC**, A Florida limited liability company ("**BRIGHTPOINT**"), and **VULCAN EQUITIES, L.C.** a Florida limited liability company ("**VULCAN**"), (collectively from hereinafter referred to as the "Companies").

RECITALS

WHEREAS, the authorized capital of Brightpoint, a subsidiary of Vulcan, consists of Ten Thousand (10,000) shares of member participation. All of this interest is issued to Vulcan as parent company

WHEREAS, Vulcan is a Limited Company wholly owned by Copin Properties Inc., a Puerto Rico corporation.

WHEREAS, the Manager and sole Member of Brightpoint and the Manager and sole Member of Vulcan have issued and executed written consents unanimously approving resolutions deeming advisable and in the best interest of both Companies to merge into a single entity; being the merger's surviving entity **Vulcan**; and

WHEREAS, the merger's contemplated in this Agreement qualifies as an exempt statutory merger under section 368(a)(1)(A) of the US Internal Revenue Code, as amended;

NOW THEREFORE, on the basis of the respective representations and warranties set forth in this Agreement, and of the covenants and agreements contained therein, the appearing parties agree as follows:

SECTION ONE VULCAN TO BE SURVIVING ENTITY

Brightpoint shall be merged into **Vulcan** pursuant to FS 605.1025, and the corporate existence of **Brightpoint** shall cease; becoming **Vulcan** the owner, without other evidence of transfer than this Agreement, of all the rights and property of the constituent Companies, and **Vulcan** shall also become subject to all the debts and liabilities of the constituent Companies in the same manner as if **Vulcan** had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of **Vulcan** shall remain the principal office of the surviving entity (i.e. **Vulcan**) following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by **Vulcan** following the merger will be all of those previously conducted by it and in general to do any and all things, and exercise any and all powers, rights, and privileges which a corporation may now or hereafter organize to do or exercise under the laws of the State of Florida.

**SECTION FOUR
CERTIFICATE OF ORGANIZATION**

The certificate of organization of **Vulcan** shall suffer no amendments and/or modifications as a result of this merger.

**SECTION FIVE
OPERATING AGREEMENT OR BYLAWS**

The present Operating Agreement of **Vulcan**, insofar as not inconsistent with this Agreement, shall continue to be the Operating Agreement of the surviving entity following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX
NAME AND ADDRESSES OF MANAGING MEMBER**

The name and address of the person who shall constitute the *Managing Member* of the surviving entity following the merger, and who shall hold office as provided in the Operating Agreement of **Vulcan** following the merger, is as follows:

<u>Manager/Member</u>	<u>Address</u>	<u>Postal Address</u>
Eddy Leal	Condo Park Blvd. Laurel St 2305 PH 1009 San Juan, PR-00913	PO Box 191958 San Juan, PR 00919-1598

The name and address of the person(s) who shall serve as officers of **Vulcan** following the merger, and who shall hold office as provided in the Operating Agreement of **Vulcan** following the merger, are as follows:

<u>Manager/Member</u>	<u>Physical Address</u>	<u>Postal Address</u>
Eddy Leal	Condo Park Blvd. Laurel St 2305 PH 1009 San Juan, PR 00913	PO Box 191958 San Juan, PR 00919-1598

**SECTION SEVEN
METHOD OF CONVERTING INTERESTS**

The manner and basis of effecting the merger by and among **Vulcan**, and its subsidiary **Brightpoint** is as follows:

(a) **Brightpoint** will transfer and assign to **Vulcan** all of its assets, liabilities, and capital, immediately after which **Brightpoint** shall cease to exist. As a result of the receipt by **Vulcan** of said assets, liabilities and capital from **Brightpoint**, **Vulcan** will issue to the former member of **Brightpoint**, in a Member Certificate in the aggregate representing 10% of the net equity of **Vulcan** after the merger, which shall be distributed and provide for a post merger equity ownership in **Vulcan** as follows:

<u>Name of Member(s)</u>	<u>Aggregate Ownership (%)</u>
Copin Properties, Inc.	100%

(b) As of the effective date of this merger, the assets and liabilities of **Brightpoint** will be recorded in the accounting books and records of **Vulcan** as per the amounts that appeared in **Brightpoint's** accounting records. After the merger, any deficit, surplus and/or retained earnings after the merger will be available for distribution and/or for other legal purpose to **Vulcan**, the surviving entity.

**SECTION EIGHT
EXTRAORDINARY TRANSACTIONS**

Neither entity has, prior to the effective date of the merger, engaged in any activity or transactions other than in the ordinary course of business, except as contemplated by this agreement.

**SECTION NINE
SUBMISSION TO MEMBERS; EFFECTIVE DATE**

This Agreement has been submitted for approval to all of the members of each of the constituent entities holding all issued and outstanding shares or membership of each. Said Members, pursuant to the Florida Revised Limited Liability Company Act (Ch. 605), have executed and dated a written consent authorizing the merger contemplated herein.

This Agreement has also been unanimously approved by the governing bodies of each of the constituent entities, and pursuant to the terms and conditions contained in this Agreement, a Merger Certificate will be executed, verified, delivered and filed at the State Department of Florida to be filed pursuant to applicable laws.

On the effective date of this merger, which shall coincide with the execution of this Agreement, the separate corporate existence of **Brightpoint** will cease and it will merge into the surviving entity **Vulcan**.

IN WITNESS WHEREOF, The Managing Member of both entities has executed this agreement under their respective seals at Miami, Florida, the day and year first written above.

VULCAN EQUITIES L.C.

By: 
Name: Eddy Leal
Title: Managing Member

**BRIGHTPOINT INVESTMENT GROUP
LLC**

By: 
Name: Eddy Leal
Title: Managing Member