

L15757

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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EXAMINER

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SQUIRE, SANDERS & DEMPSEY
Requester's Name

215 S. MONROE ST. SUITE 601
Address

TALLAHASSEE 32301 222.2300
City/State/Zip Phone #

EFFECTIVE DATE 12/3/2010

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TRAFALGAR ASSOCIATES II, INC L15757
(Corporation Name) (Document #)
2. GREEN PALM HOLDINGS, LLC
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

78.75

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

IF YOU HAVE ANY QUESTIONS
PLEASE CONTACT ELIZABETH GLEATON
AT 222-2900. THANK YOU.

509.3547

CR28031(7/97)

Examiner's Initials

EFFECTIVE DATE 12/3/2010

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Articles of Merger

The following Articles of Merger are submitted to merge the following Florida Profit in accordance with s. 607.1109, 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>
<u>Trafalgar Associates II, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>

SECOND: The exact name, form/entity type, and jurisdiction of the Surviving Entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>

THIRD: The Plan of Merger attached as Exhibit A and made a part hereof (the "Plan of Merger") was approved by the Non-Surviving Entity formed under the laws of the State of Florida that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The Plan of Merger was approved by the Surviving Entity formed under the laws of the U.S. Virgin Islands that is a party to the merger in accordance with the applicable provisions of Title 13 Virgin Islands Code §1904 et seq.

FIFTH: The effective date of the merger shall be December 3, 2010, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

SIXTH: If the Surviving Entity is not formed, organized or incorporated under the laws of Florida, the Surviving Entity's principal office address in its home state, country or jurisdiction is as follows:

One Hibiscus Alley, St. Thomas, US Virgin Islands 00802

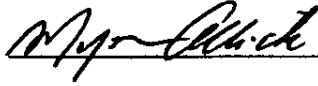
SEVENTH: If the Surviving Entity is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: The Articles of Organization of the Surviving Entity were filed with the Office of the Lieutenant Governor of the Virgin Islands on September 30, 2005 and said Articles of Organization shall remain the Articles of Organization for the Surviving Entity.

NINTH: Signature(s) for Each Party:

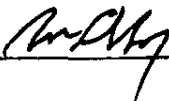
Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Green Palm Holdings, LLC</u>	<u></u>	<u>Myron Allick</u>

STATE OF USVI
COUNTY OF ST. CROIX

BEFORE ME, the undersigned authority, on this 26th day of August, 2010, personally appeared Myron A. Allick, the manager of Green Palm Holdings, LLC, who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.

Malvina Jackson
Notary Public
Typed or Printed



Entity/Organization:	Signature(s):	Name of Name of Individual:
<u>Trafalgar Associates II, Inc.</u>	<u></u>	<u>Jose A. Gonzalez</u>

STATE OF Florida)
)ss:
 COUNTY OF Miami-Dade)

BEFORE ME, the undersigned authority, on this 24th day of August, 2010, personally appeared Jose A. Gonzalez, an authorized officer of Trafalgar Associates II, Inc., who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.

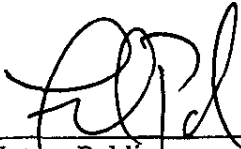

 Notary Public
 Typed or Printed



EXHIBIT A
PLAN OF MERGER

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>
<u>Trafalgar Associates II, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>
_____	_____	_____

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>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>
_____	_____	_____
_____	_____	_____

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

The stock in Trafalgar Associates II, Inc. shall by virtue of the merger
be cancelled.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The stock in Trafalgar Associates II, Inc. shall by virtue of the merger

be cancelled.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and businesses address of each manager or managing member is as follows:

Myron Allick as Trustee

Green Palm Holdings, LLC

One Hibiscus Alley

St. Thomas, US Virgin Islands 00802

SEVENTH: Any statements that are required by law under which each other business entity is formed, organized, or incorporated are as follows:

In the case of Trafalgar Associates II, Inc., the required number of shareholders

set forth in the corporate documents have approved the Plan of Merger. In the case of

Green Palm Holdings LLC, the required number of members specified in the Operating

Agreement have approved the Plan of Merger.

EIGHTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)