

P 12 000 103008

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

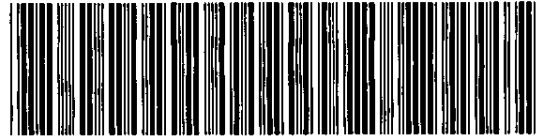
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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13 NOV 19 AM 10: 58

*Morgan*  
*11/20/13*  
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P 11 000



1000 Ponce de Leon Blvd. Suite: 105  
 Coral Gables, FL 33134  
 Phone: 305-444-4994  
 Email: filing@ecfsfiling.com

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CORPORATION NAME(S) & DOCUMENT NUMBERS(S):

1. Malini Corp. (P12000 103008)  
 (CORPORATE NAME) (DOCUMENT #)

2. \_\_\_\_\_  
 (CORPORATE NAME) (DOCUMENT #)

3. \_\_\_\_\_  
 (CORPORATE NAME) (DOCUMENT #)

Walk-In

Pick up time: \_\_\_\_\_

Certified Copy

Certificate Of Status

New Filings	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input checked="" type="checkbox"/>	Other: <u>Merger</u>

Amendments	
<input type="checkbox"/>	Amendments
<input type="checkbox"/>	Resignation
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other:

Other Filings	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Apostille:
<input type="checkbox"/>	Other:

Examiners Initials

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MALINI CORP.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LAURA KOHN  
Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.  
Firm/Company

2100 SALZEDO STREET, SUITE 300  
Address

CORAL GABLES, FLORIDA 33134  
City/State and Zip Code

LAURA@ARAZOZA.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA KOHN At ( 305 ) 444-6226 x 233  
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

**ARTICLES OF MERGER**  
(Profit Corporations)

RECEIVED  
13 NOV 19 11 57 AM '12  
STATE OF FLORIDA  
DEPARTMENT OF STATE

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> (If known/ applicable)
<u>MALINI CORP.</u>	<u>FLORIDA</u>	<u>P12000103008</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MALINI INVESTMENTS LTD</u>	<u>BRITISH VIRGIN ISLANDS</u>	<u>BC # 252526</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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 12/19/2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 12/19/2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

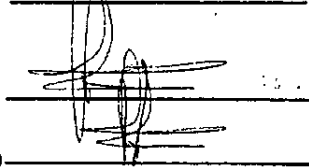
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Malini Corp.



Francisco Franco Suelves, T

Malini Investments Ltd

Francisco Franco Suelves, A.R.

\_\_\_\_\_

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## PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1105, FLORIDA STATUTES.

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**FIRST:** The name and jurisdiction of incorporation of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MALINI CORP.	Florida	P12000103008

**SECOND:** The name and jurisdiction of incorporation of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MALINI INVESTMENTS LTD	British Virgin Islands	BC # 252526

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

### THE MERGER

3.1 Effective Date. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as of the date of filing of this merger (hereafter the "Effective Date"), Malini Investments Ltd, a corporation organized and existing under the laws of the British Virgin Islands (hereafter "**Disappearing Co**"), shall be merged with and into Malini Corp., a Florida corporation, with Malini Corp., remaining as the surviving corporation (the "**Surviving Co**"), collectively the "**Constituent Companies.**"

3.2 Articles of Incorporation. (a) The Articles of Incorporation of Surviving Co, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Co from and after the Effective Date until further amended as provided by Florida Statutes. At the Effective Date, the By-laws of Surviving Co, as in effect immediately prior to the Effective Date, shall be the By-laws of the Surviving Co until thereafter amended as provided by Florida Statutes.

3.3 Distribution to the Shareholders of the Constituent Companies. On the Effective Date each share of Disappearing Co that shall be issued and outstanding at that time shall be without more be converted into and exchanged for shares of Surviving Co, in accordance with this Plan of Merger. Each share of Surviving Co's stock that is issued and outstanding on the Effective Date shall continue as outstanding share of Surviving Co's stock.

**3.4 Satisfaction of Rights of Disappearing Co Shareholders.** All shares of Surviving Co's stock into which Disappearing Co shareholder's stock shall have been converted and exchanged for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted stock.

**3.5 Effect of Merger.** On the Effective Date, the separate existence of Disappearing Co shall cease, and Surviving Co shall be fully vested in Disappearing Co's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties.

**3.6 Consent of Constituent Companies.** The Constituent Companies have each delivered Authorizing Resolutions unanimously consenting to and authorizing this Plan of Merger.

**3.7 Directors and Officers.** The initial Directors of the Surviving Co shall be the Directors of Disappearing Co immediately prior to the Effective Date, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Co shall be the officers of Disappearing Co immediately prior to the Effective Date, until their respective successors are duly appointed and qualified.

**FOURTH: Taking of Necessary Action; Further Action.** If, at any time after the Effective Date, the Surviving Co shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Co its right, title or interest in, to or under any of the rights, properties or assets of Disappearing Co or to be acquired by the Surviving Co as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the officers and directors of Surviving Co shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Co and Disappearing Co, all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Co and Disappearing Co, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Co or to otherwise carry out this Plan of Merger and the Articles of Merger.


**FIFTH:** Amendments to the Certificate of Incorporation of Surviving Co are listed below:

#### Article XII


Surviving Co will acquire the assets, rights, privileges, immunities, powers, and franchises and restrictions, liabilities, and duties of Disappearing Co as a merger of Disappearing Co with and into Surviving Co effective 12/19/2012, regardless of the filing date.

Dated effective as of the 19<sup>th</sup> day of December, 2012

The Surviving Co  
Malini Corp, a  
Florida Corporation

By:   
Name: Francisco Franco Selves  
Title: Treasurer

The Merging corporation:  
Malini Investments Ltd, a  
corporation organized in the  
British Virgin Islands

By:   
Name: Francisco Franco Selves  
Title: A.R.