

P12000103008

Florida Department of State
Division of Corporations
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(((H13000262022 3)))



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Account Number : 076624003440
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MALINI CORP.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MALINI CORP.
Name of Corporation

DOCUMENT NUMBER: P12000103008

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

Please return all correspondence concerning this matter to the following:

LAURA KOHN

Name of Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.

Firm/Company

2100 SALZEDO STREET, SUITE 300

Address

CORAL GABLES, FL 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

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy
- \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

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ARAZOZA & FERNANDEZ

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December 3, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MALINI CORP.
2100 SALZEDO STREET, SUITE 300
CORAL GABLES, FL 33134

SUBJECT: MALINI CORP.
REF: P12000103008

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

Please specify the inaccurate information (effective date?) in the first paragraph and in the second paragraph under "correct the inaccuracy" please state what you are changing in the merger. If you wish to attach the articles of merger please remove the words Amended and Corrected from the heading of the attached merger. Please also remove the words "the attached Amended and Corrected Articles of Merger" from the 1st paragraph. Please state in the second paragraph that you are attaching articles of merger. There are not any provisions in the Florida statutes to amend and correct a merger.

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

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H13000262022
Letter Number: 413A00027469

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13 DEC -3 PM 3:55

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF CORRECTION

2013 DEC -3 AM 10:15

For

MALINI CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation as currently filed with the Florida Dept. of State

P12000103008

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct ARTICLES OF MERGER

(Document Type Being Corrected)

filed with the Department of State on NOVEMBER 19, 2013

(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

Due to an inadvertent error, the Articles of Merger filed with the Department of State on 11/19/2013 by Malini Corp., the surviving Florida entity, incorrectly referenced the effective date of the Merger in Articles Fifth and Sixth of the Articles of Merger, and Articles Fifth of the Plan of Merger.

Correct the inaccuracy, incorrect statement, or defect:

The effective date of the Merger is 01/01/2013. The attached Articles of Merger correctly referenced the aforesaid effective date in Articles Fifth and Sixth of the Articles of Merger, and Articles Fifth of the Plan of Merger.

(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Carlos F. Arazoza

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

Filing Fee: \$35.00

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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> (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 01/01/2013

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 01/01/2013

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)

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PLAN OF MERGER

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

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.

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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 01/01/2013, regardless of the filing date.


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Dated effective as of the 1st day of January, 2013

The Surviving Co
Malini Corp, a
Florida Corporation

By: 
Name: Francisco Franco Suelves
Title: T

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

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