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TALLAHASSEE, FLORIDA
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Milimex USA CORP Merger Filing

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
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- ___ Fictitious Name File _____
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- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
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- ___ Corp Record Search _____
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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.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JADECOR CORP.	FLORIDA	P18000017149

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MILIMEX USA CORP.	FLORIDA	P06000001407

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 03 / 23 / 2018 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 03/16/2018 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 03 _____.

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)

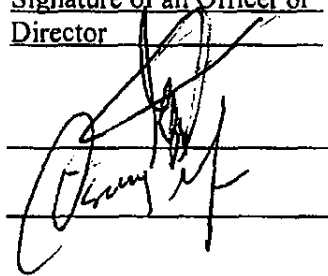
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

MILIMEX USA CORP.



ESTANISLAO MARTINEZ MARTINEZ D/P

MILIMEX USA CORP.

OSCAR MARTINEZ PAZ D/S

JADECOR CORP.

JOSE PABLO CORTINA D/P

JADECOR CORP.

ALEJANDRO CORTINA D/S

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
JADECOR CORP.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
MILIMEX USA CORP.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

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

*SEE ATTACHED.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

AGREEMENT OF MERGER

**MERGER OF MILIMEX USA CORP., A FLORIDA CORPORATION
INTO
JADECOR CORP., A FLORIDA CORPORATION**

THIS AGREEMENT is made and entered into on this 5 day of April 2018 by and between MILIMEX USA Corp., a Florida Corporation and JADECOR Corp., a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that MILIMEX USA Corp., be merged into JADECOR Corp, "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions below state.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

NAME OF MERGED CORPORATION

2. The name of the surviving corporation shall be JADECOR Corp.,

POST OFFICE ADDRESS OF SURVIVING CORPORATION

3. Post Office address of the surviving corporation is to be: 2121 Ponce de Leon Blvd., Suite 1050, Coral Gables, FL 33134.

PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to engage in any lawful business, act or activity for which corporations may be formed under the laws of Florida.

AUTHORIZE SHARE OF SURVIVING CORPORATION

5. The present composition of the disappearing Corporation is Common Stock shares to its shareholder(s) of which the shareholder(s) will be issued shares of the surviving Company corporation equivalent to the Stock Ownership Interest in the disappearing Company presently held by such stockholders. The present number of shares which the surviving corporation is authorized to issue is 100 shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from

and after the effective date of this merger is 100 shares of common stock having \$1.00 par value.

REPRESENTATIONS AND WARRANTIES

- a. Milimex USA Corp is owner of two condominium units described as follows: 3904 and 3905 of Jade Ocean condominium at 17121 Collins Avenue (the "condominium units") and such condominium units are free of any lien or encumbrance. And all taxes, maintenance fees have been paid as of this date;
- b. Milimex USA Corp has made payments of all fees, taxes and amounts related to the condominium units from legal means and sources;
- c. Milimex USA Corp has as its only debt as that of the Grupo Milimex Debt balance of \$2,000,000.00 U.S. described hereinabove;
- d. Milimex USA Corp and Grupo Milimex are in full compliance of payment of their tax obligations;
- e. Milimex USA Corp has never had employees since its incorporation date;
- f. Milimex USA Corp has no litigation or pending judicial proceedings;
- g. That no employees have ever worked at the condominium units, thus, no labor claim may arise concerning the condominium units;
- h. Milimex USA Corp is legally and validly incorporated in Florida, USA;
- i. That its capital stock has been fully paid and subscribed and there are no treasury or other type of shares pending to be paid;
- j. A copy of the Financial statements of Milimex USA are have been provided to Jadecor;
- k. Milimex USA Corp has timely filed its tax obligations as of this date;
- l. That from its records there are no accounts payable other than the Grupo Milimex Debt.

FIRST DIRECTORS

6. The present Directors of the surviving corporation shall continue as such until their successors are dully elected or designated after the effective date of the merger.

RESIDENT AGENT OF CORPORATION

7. Consulting Services of South Florida Inc. of 2121 Ponce de Leon Blvd., Suite 1050, Coarl Gables, FL 33134 shall be and is hereby appointed as Registered Agent for the corporation

upon whom service, process, tax notices and demands against said JADECOR Corp., or heir of the said Constituent Corporations may be served.

MODE OF EFFECTING MERGER

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows;
9. Each stockholder of the disappearing company shall surrender his certificate or certificates to the surviving corporation during the period beginning on April 4, 2018, being the effective date of this agreement, and ending on April 5, 2018, upon surrender to the corporation of the respective stockholder certificate (s) for common stock of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non assessable common stock of the surviving corporation, in the ratio of 1 to 1 shares of the surviving corporation for stockholder interest of the disappearing corporation, being a total issue of shares of the surviving corporation for the entire number of now issued and outstanding shares of the disappearing corporations; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one half (1/2) and if such fractional share shall be one half (1/2) or more, such holder shall be entitled to one (1) hold share in lieu of such fractional share.

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATIONS:

PULLING OF INTEREST

10. The assets of disappearing corporation shall be reported in the accounts of the surviving corporation at the book value as of the effective date. The aggregate stated capital surplus, and earn surplus of the Constituent Corporation shall be, respectively, the stated capital, capital surplus, and earn surplus of the surviving corporation. The articles or certificate of incorporation of MILIMEX USA Corp., are attached hereto and made part hereof as Exhibit "A".
11. The articles of certificate of incorporation of JADECOR Corp., the surviving corporation, as herein amended shall continue to be the articles of incorporation of the surviving corporation until amended as provided by law.
12. The bylaws of JADECOR Corp., shall be the bylaws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

13. The surviving corporation through its Board of Directors, shall have the right empower to

repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desire to sell such shares to the corporation.

EFFECTIVE DATE OF AGREEMENT

14. This agreement shall become effective on April 5, 2018, in the manner provided by law. The term effective date wherever used in this agreement, shall mean the effective date herein described.

DIRECTORS RIGHT TO ABANDON MERGER

15. The Board of Directors of each of the Constituent Corporation shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this agreement.

RECORDING

16. This Agreement of Merger shall be recorded in the Public Records of the State of Florida.

EXECUTION

17. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective President and Secretary, thereto dully authorized by the respective Board of Directors and its shareholders as applicable of the Constituent Corporations.

Signed, sealed and delivered in the presence of:

JADECOR CORP.,
a Florida Corporation

By: _____
Jose Pablo Cortina, President

By: _____
Alejandro Cortina, Secretary

MILIMEX USA CORP.,
a Florida Corporation

By: _____
Estanislao Martinez Martinez, President

By: _____
Oscar Martinez Paz, Secretary

CERTIFICATE:
(action without a meeting)

WE, MILIMEX USA Corp., a Florida Corporation do hereby certify:

1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of MILIMEX USA Corp., all of the Stockholder(s) consented in writing on April 5, 2018 to

the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of law of Florida and pursuant to the articles and bylaws of MILIMEX USA Corp., the required percentage of the stockholder(s) of MILIMEX USA Corp., consented in writing on April 5, 2018 to the adoption of the foregoing Agreement of Merger and authorize the President of MILIMEX USA Corp., to execute said Agreement on its behalf.

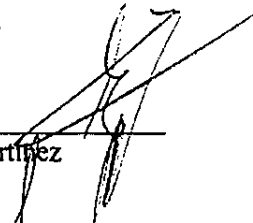
IN WITNESS WHEREOF, we have hereon to set our hands and seal this April 5, 2018.

Signed, sealed and delivered in the presence of:

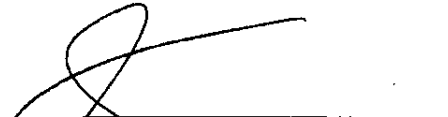


Witness

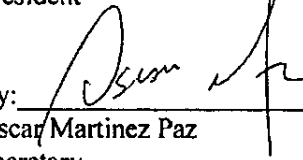
MILIMEX USA Corp.,
a Florida Corporation

By: 

Estanislao Martinez Martinez
President



Witness

By: 

Oscar Martinez Paz
Secretary

CERTIFICATE:
(action without a meeting)

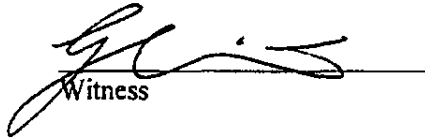
We, Jose Pablo Cortina, as President and Alejandro Cortina as Secretary of JADECOR Corp., do hereby certify:

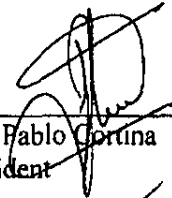
1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of JADECOR Corp., all of the Directors of JADECOR Corp., consented in writing on April 5, 2018 to the adoption of the foregoing Agreement of Merger.
2. That pursuant to the provisions of laws of Florida and pursuant to the articles and bylaws of JADECOR Corp., the required percentage of the stockholders of JADECOR Corp., consented in writing on April 5, 2018 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of JADECOR Corp., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seals this April 5, 2018

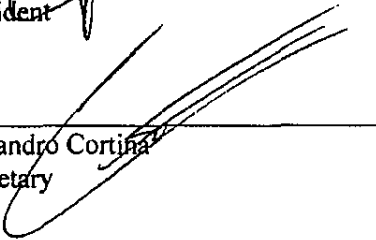
Signed, sealed and deliver in the presence of:

JADECOR Corp.,
A Florida corporation


Witness

By: 
Jose Pablo Cortina
President


Witness

By: 
Alejandro Cortina
Secretary

REVISADO

GCS