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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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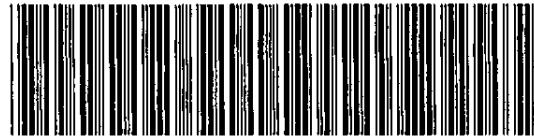
☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐



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08/13/12--01002--001 \*\*25.00

07/23/12--01028--005 \*\*43.75

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25.00 for LLC  
35.00 for Corp  
8.75  
68.75

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J. SAULSBERRY  
EXAMINER

AUG 10 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Frontaura Imports Corp.,  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Pablo R. Bared, Esq.

Contact Person

Bared & Associates, P.A.

Firm/Company

2950 SW 27th Avenue, Suite 100

Address

Miami, FL 33133

City, State and Zip Code

pbared@baredlaw.com

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

For further information concerning this matter, please call:

Pablo Bared, Esq.

Name of Contact Person

at ( 305 )

666-6010

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Frontaura Imports, LLC	a Florida corporation	L08000101314

**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>
Frontaura Imports Corp.,	a Florida corporation	P12000014731

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

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

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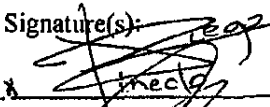

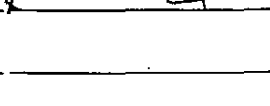
**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Frontaura Imports, LLC		Diego Pinedo, Manager
Frontaura Imports, LLC		Ulpiano Gonzalez, Manager
Frontaura Imports Corp		Diego Pinedo, Director

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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**AGREEMENT OF MERGER**

**MERGER OF FRONTAURA IMPORTS, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
FRONTAURA IMPORTS CORP., A FLORIDA CORPORATION**

THIS AGREEMENT is made and entered into on this 14<sup>th</sup> day of February 2012 by and between Frontaura Imports, LLC, a Florida Limited Liability Company and Frontaura Imports 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 Frontaura Imports, LLC be merged into Frontaura Imports Corp., "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of the 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 Frontaura Imports Corp.,

**POST OFFICE ADDRESS OF SURVIVING CORPORATION**

3. Post Office address of the surviving corporation is to be 1000 Brickell Avenue, Suite 915, Miami, Florida 33131.

**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 Company is membership certificates to its member(s) of which the member(s) will be issued shares of the surviving Company corporation equivalent to the Equity Ownership Interest in the disappearing Company presently held by such member(s). 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

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shares of common stock having \$1.00 per value.

#### FIRST DIRECTORS

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

#### RESIDENT AGENT OF CORPORATION

7. Bared & Associates, P.A. in the city of Miami, County of Dade shall be and is hereby appointed as Registered Agent for the corporation upon whom service, process, tax notices and demands against said Frontaura Imports 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 Member of the disappearing company shall surrender his certificate or certificates to the surviving corporation during the period beginning on February 14, 2012, being the effective date of this agreement, and ending on February 14, 2012, upon surrender to the corporation of the respective certificate for membership of the disappearing company, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of 1 to 1 shares of the surviving corporation for membership 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 Frontaura Imports, LLC are attached hereto and made part hereof as Exhibit "A".

11. The articles of certificate of incorporation of Frontaura Imports Corp. the surviving

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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 Frontaura Imports 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 February 14, 2011, 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 Manager and Member, President, Secretary, thereto dully authorized by the respective Board of Directors and its shareholders or Members as applicable of the Constituent Corporations.

Signed, sealed and delivered in the presence of:

FRONTAURA IMPORTS CORP.,  
a Florida Corporation

By:   
Diego Pinedo, President

FRONTAURA IMPORTS, LLC  
a Florida Limited Liability Company

By:   
Ulpiano Gonzalez, Manager/Member

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**CERTIFICATE:**  
(action without a meeting)

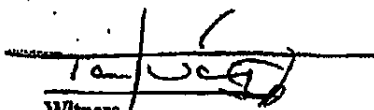
I, Diego Pinedo, President of Frontaura Imports Corp., does hereby certify:

1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of Frontaura Imports Corp., all of the Directors of Frontaura Imports Corp., consented in writing on February 14, 2012 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 Frontaura Imports Corp., the required percentage of the stockholders of Frontaura Imports Corp., consented in writing on February 14, 2012 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of Frontaura Imports Corp., to execute said Agreement on its behalf.

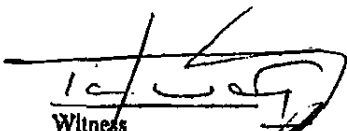
IN WITNESS WHEREOF, we have hereon to set our hands and seals this February 14, 2012.

Signed, sealed and deliver in the presence of:


  
Witness

Frontaura Imports Corp.,

  
By: \_\_\_\_\_  
Diego Pinedo, President

  
Witness

Frontaura Imports Corp.,

  
By: \_\_\_\_\_  
Diego Pinedo, President

Agreement Merger/Frontaura Imports LLC.

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