

P120000102913

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



500242685135

12/27/12--01001--018 **78.75.

Mez

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2012 DEC 26 PM 4:07

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

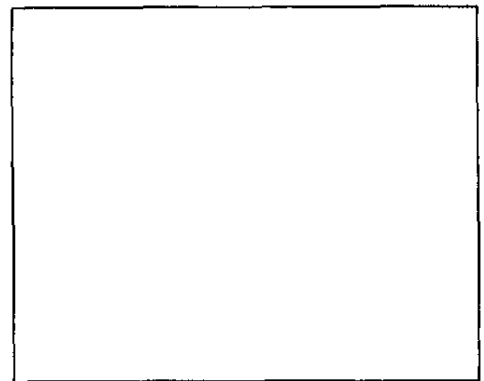
12 DEC 26 AM 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 27 2012

T. ROBERTS

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

414 CAPITAL LLC

CK# 5943 FOR \$ 78.75

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name and Street Address

Jurisdiction

Entity Type

414 Capital Inc.
13501 S.W. 84th Ave.
Miami, FL 33156

Florida

Corporation

Florida Document/Registration Number: P12000102913

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

414 Capital Inc.
1133 Broadway, Suite 1126
New York, NY 10010

New York

Corporation

New York Document Number: 091109000122

414 Capital Inc.
13501 S.W. 84th Ave.
Miami, FL 33156

Florida

Corporation

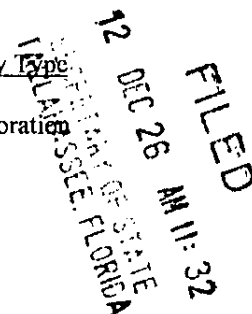
Florida Document/Registration Number: P12000102913

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation. The plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2012.

SIXTH: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on December 19, 2012.



SEVENTH: Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

PRINTED NAME OF INDIVIDUAL

414 Capital Inc.
(New York)


Chairman

Ariel Fischman

414 Capital Inc.
(Florida)


President

Susana Noemi Bokser de Fischman

PLAN OF MERGER

Merger between 414 CAPITAL INC., a New York corporation (the "Disappearing Corporation" or "414 NEW YORK"), and 414 CAPITAL INC., a Florida corporation (the "Surviving Corporation" or "414 FLORIDA"). The following plan of merger, which was adopted and approved by each party to the merger in accordance with section section 607.1101, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act").

FIRST: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
414 Capital Inc. 13501 S.W. 84 th Ave. Miami, FL 33156	Florida

SECOND: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
414 Capital Inc. 1133 Broadway, Suite 1126 New York NY 10010	New York
414 Capital Inc. 13501 S.W. 84 th Ave. Miami, FL 33156	Florida

THIRD: Articles of Organization. The Articles of 414 FLORIDA shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

FOURTH: Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of 414 NEW YORK outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of 414 FLORIDA in accordance with this Plan. Each share of 414 FLORIDA that is issued and outstanding on the Effective Date shall continue as outstanding shares of 414 FLORIDA.

FIFTH: Effect of Merger. On the Effective Date, the separate existence of 414 NEW YORK shall cease, and 414 FLORIDA shall be fully vested in 414 NEW YORK rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1101 of the Act.

SIXTH: Further Action Required. If at any time after the Effective Date, 414 NEW YORK or 414 FLORIDA shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of 414 NEW YORK or 414 FLORIDA as the case may be, whether past or remaining in office, shall execute and deliver upon the request of 414 NEW YORK

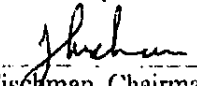
or 414 FLORIDA, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in 414 FLORIDA, or to otherwise carry out the provisions of this Plan.

SEVENTH: Filing with the Florida Department of State and Effective Date. 414 NEW YORK and 414 FLORIDA shall cause their respective authorized officer to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by 414 FLORIDA to the Florida Department of State and by 414 NEW YORK to the New York State Department. In accordance with Section 607.1101 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

Dated December 21, 2012.

414 CAPITAL INC.
a New York corporation

By: _____


Ariel Fischman, Chairman

414 CAPITAL INC.
a Florida corporation

By: _____


Susana Noemi Bokser de Fischman, President