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(Requestor's Name)

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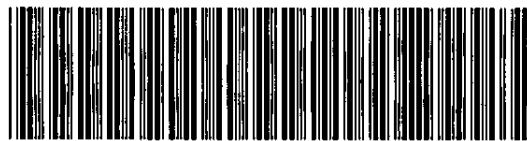
(Business Entity Name)

(Document Number)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FRF ADMINISTRATION, INC.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

OSCAR I. ALFONSO

Contact Person

LAW OFFICES OF OSCAR I. ALFONSO

Firm/Company

1000 BRICKELL AVENUE, SUITE 450

Address

MIAMI, FLORIDA 33131

City/State and Zip Code

oscar@oialaw.com

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

For further information concerning this matter, please call:

OSCAR I. ALFONSO

Name of Contact Person

At ( 305 )

376-0700

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)**

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><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| FRF ADMINISTRATION, INC. | FLORIDA             | P12000085109                                     |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-------------|---------------------|--|
| PISC, INC.  | FLORIDA             | P99000106895                                     |

**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 11/09/2013

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 11/09/2013

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)*

Typed or Printed Name of Individual & Title

PRESIDENT

PRESIDENT

INC.

## **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:

Name

Jurisdiction

FRF ADMINISTRATION, INC.

FLORIDA

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

Name

Jurisdiction

PISC, INC.

FLORIDA

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

See the following documents, enclosed as Exhibit "A":

1. Resolution of Plan of Merger Between Pisc, Inc. and FRF Administration, Inc.;
2. Written Consent of FRF Administration, Inc. to Plan of Merger; and
3. Written Consent of Pisc, Inc. to Plan of Merger.

**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:

See Resolution of Plan of Merger Between Pisc, Inc. and FRF Administration, Inc., enclosed as Exhibit "A."

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
| N/A         | N/A                 |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
| N/A         | N/A                 |
|             |                     |
|             |                     |
|             |                     |
|             |                     |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A



# EXHIBIT A

**RESOLUTION OF PLAN OF MERGER  
BETWEEN PISC, INC. AND FRF ADMINISTRATION, INC.**

**BE IT RESOLVED:**

**WHEREAS**, it is determined that it would be in the best interests of **PISC, INC.** (the "Merging Corporation") to enter into an agreement with **FRF ADMINISTRATION, INC.** (the "Surviving Corporation") in accordance with the provisions set forth in the Plan of Merger that would be filed with the Department of State of Florida on November 9, 2013 (the "Effective Date").

**WHEREAS**, it is determined that it would be in the best interests of **FRF ADMINISTRATION, INC.** (the "Surviving Corporation") to enter into an agreement with the Merging Corporation in accordance with the provisions set forth in the Plan of Merger that would be filed with the Department of State of Florida on the Effective Date.

**WHEREAS**, in accordance with the Plan of Merger the Merging Corporation shall be merged with and into a single company with the Surviving Corporation.

**WHEREAS**, the Plan of Merger was approved, ratified, and consented by written consent of the sole shareholder of the Merging Corporation on the 9 day of Nov, 2013, and by written consent of the sole shareholder of the Surviving Corporation on the 9 day of Nov, 2013.

**WHEREAS**, any actions taken by the sole shareholder of the Merging Corporation prior to and on the date of the foregoing Resolution and the Plan of Merger are hereby within the authority conferred thereby, and are hereby ratified, confirmed, and approved as the acts and deeds of the Merging Corporation.

**WHEREAS**, any actions taken by the sole shareholder of the Surviving Corporation prior to and on the date of the foregoing Resolution and the Plan of Merger are hereby within the authority conferred thereby, and are hereby ratified, confirmed, and approved as the acts and deeds of the Surviving Corporation.

**RESOLVED**, that the Plan of Merger is permitted by the laws of Florida, under which the Merging Corporation is merged with and into a single company with the Surviving Corporation, and the Merging Corporation and the Surviving Corporation comply with such laws in effecting the Plan of Merger.

**RESOLVED**, that the Merging Corporation and the Surviving Corporation hereby stipulate that they shall execute and file any document prescribed by the laws of the State of Florida, and that they shall perform all necessary acts required by law to effectuate the Plan of Merger contained herein.

**RESOLVED**, that the sole shareholder of the Merging Corporation and the sole shareholder of the Surviving Corporation are hereby authorized, empowered, and directed to do any acts and things, and to make, execute, deliver, file, or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan of Merger provided herein.

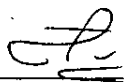
**RESOLVED**, that the number of all issued and outstanding shares of capital stock of the Merging Corporation is 500, of par value \$1.00 per share, representing 100% percent of all issued and outstanding shares of capital stock in the Merging Corporation, all of which are one class and are common shares, and all of which are entitled to vote on the merger. The total number of issued and

outstanding shares of capital stock of the Surviving Corporation is 1,000, representing 100% of all issued and outstanding shares of capital stock in the Surviving Corporation, of par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the merger. Each issued and outstanding share of the Merging Corporation shall, upon the Effective Date of the merger, be surrendered and canceled, and no new shares of interest in the Surviving Corporation shall be issued for the merger transaction. The total of issued and outstanding shares in the Surviving Corporation shall continue to represent 100% percent of all the issued and outstanding shares of capital stock in the Surviving Corporation.

**IN WITNESS WHEREOF**, the undersigned entities have caused this Resolution of Plan of Merger to be signed in their names by their duly authorized officers as of this 9 day of November 2013.

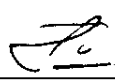
**MERGING CORPORATION:**

**PISC, INC.**, a Florida corporation

By:   
Felix R. Fuertes, Shareholder

**SURVIVING CORPORATION:**

**FRF ADMINISTRATION, INC.**, a Florida corporation

By:   
Felix R. Fuertes, Shareholder

**WRITTEN CONSENT OF  
FRF ADMINISTRATION, INC. TO PLAN OF MERGER**

**THE UNDERSIGNED**, being the sole shareholder of **FRF ADMINISTRATION, INC.** (the "Surviving Corporation"), hereby confirms that the resolution set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a formal meeting of the Surviving Corporation duly called and held for the purpose of acting upon proposals to adopt such resolution in accordance with Florida General Corporation Law (the "Law"). The undersigned hereby waives any notice requirement under the Law.

**RESOLVED**, it is determined that it would be in the best interests of the Surviving Corporation to enter into an agreement with **PISC, INC.** (the "Merging Corporation") in accordance with the provisions set forth in the Plan of Merger (the "Plan of Merger") that would be filed with the Department of State of Florida on November 9, 2013.


**RESOLVED**, that in accordance with the provisions of Section 607.1105, Florida Statutes, this statement constitutes the written consent, approval, and adoption of the Plan of Merger between the Surviving Corporation and the Merging Corporation by the undersigned sole shareholder of the Surviving Corporation.

**RESOLVED**, that any actions taken by the undersigned sole shareholder of the Surviving Corporation prior to and on the date of the Plan of Merger are hereby within the authority conferred thereby, and are hereby ratified, confirmed, and approved as the acts and deeds of the Surviving Corporation.

**IN WITNESS WHEREOF**, the undersigned entity has caused this Written Consent to Plan of Merger to be signed in its name by its duly authorized officer as of this 9 day of November 2013.

**MERGING CORPORATION:**

**FRF ADMINISTRATION, INC.**, a Florida corporation

By:   
Felix R. Fuertes, Shareholder

**WRITTEN CONSENT OF  
PISC, INC. TO PLAN OF MERGER**

**THE UNDERSIGNED**, being the sole shareholder of **PISC, INC.** (the "Merging Corporation"), hereby confirms that the resolution set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a formal meeting of the Merging Corporation duly called and held for the purpose of acting upon proposals to adopt such resolution in accordance with Florida General Corporation Law (the "Law"). The undersigned hereby waives any notice requirement under the Law.

**RESOLVED**, it is determined that it would be in the best interests of the Merging Corporation to enter into an agreement with **FRF ADMINISTRATION, INC.** (the "Surviving Corporation") in accordance with the provisions set forth in the Plan of Merger (the "Plan of Merger") that would be filed with the Department of State of Florida on November 9, 2013 (the "Effective Date").


**RESOLVED**, that in accordance with the provisions of Section 607.1105, Florida Statutes, this statement constitutes the written consent, approval, and adoption of the Plan of Merger between the Merging Corporation and the Surviving Corporation by the undersigned sole shareholder of the Merging Corporation.

**RESOLVED**, that any actions taken by the undersigned sole shareholder of the Merging Corporation prior to and on the date of the Plan of Merger are hereby within the authority conferred thereby, and are hereby ratified, confirmed, and approved as the acts and deeds of the Merging Corporation.

**IN WITNESS WHEREOF**, the undersigned entity has caused this Written Consent to Plan of Merger to be signed in its name by its duly authorized officer as of this 9 day of November 2013.

**MERGING CORPORATION:**

**PISC, INC.**, a Florida corporation

By:   
Felix R. Fuertes, Shareholder