

P05000075600

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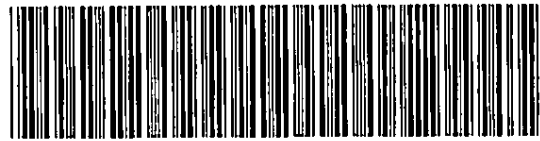
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S. TALLENT  
DEC 21 2018

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18 DEC 19 AM 9:20  
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Marger



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2018

LIZBETH FLORES, ESQ.  
PRIVATE ADVISING GROUP, P.A.  
600 BRICKELL AVE., SUITE 1725  
MIAMI, FL 33131

SUBJECT: CENTINELA TWO, INC.  
Ref. Number: P05000075600

We have received your document and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE COMPLETE THE FIFTH AND SIXTH SECTIONS OF THE DOCUMENT CONCERNING THE METHOD OF ADOPTION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Susan Tallent  
Regulatory Specialist II

Letter Number: 618A00025194

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TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Centinela Two, 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:

Lizbeth Flores, Esq.

Contact Person

Private Advising Group, P.A.

Firm/Company

600 Brickell Ave., Suite 1725

Address

Miami, FL 33131

City/State and Zip Code

ines@pag.law

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

For further information concerning this matter, please call:

Lizbeth Flores, Esq.

At ( 786 ) 292-1599

Name of Contact Person

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> (If known/ applicable)
Centinela Two, Inc.	FL	P05000075600

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Centinela Three, Inc.	FL	P06000036257
Centinela Four, Inc.	FL	P06000115999
Centinela Seven, Inc.	FL	P10000071801

**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.)

**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 November 26, 2018.

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 November 26, 2018.

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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**Seventh: SIGNATURES FOR EACH CORPORATION**

[illegible]

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1011, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The surviving corporation shall be CENTINELA TWO, INC., a Florida corporation ("Centinela Two" or the "Surviving Company").

**Second:** The merging corporations are:

CENTINELA THREE, INC., a Florida corporation ("Centinela Three"),  
CENTINELA FOUR, INC., a Florida corporation ("Centinela Four") and  
CENTINELA SEVEN, INC., a Florida corporation ("Centinela Seven").

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

Upon the time of filing (the "Effective Time") of Articles of Merger with the Florida Department of State:

- (a) Centinela Three, Centinela Four and Centinela Seven (together, the "Merging Companies") shall be merged with and into Centinela Two (the "Merger") in accordance with section 607.1101, Florida Statutes.
- (b) Centinela Two shall be the Surviving Company of the Merger.
- (c) the identity, existence, rights, privileges, powers, franchises, properties and assets of Centinela Two shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Company, and
- (d) the identity and separate existence of the Merging Companies shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Merging Companies shall be vested in the Surviving Company.

From and after the Effective Time until amended as provided by law, the Bylaws of Centinela Two shall be the Bylaws of the Surviving Company, and the director and any officers of Centinela Two in office immediately prior to the Effective Time shall become the director and officers of the Surviving Company as of the Effective Time.

**Fourth:** At the Effective Time each share of Common Stock of each Merging Company outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of any Merging Company or Centinela Two, be canceled; and all of the stock in Centinela Two existing prior to the Merger shall remain outstanding stock in the Surviving Company following the Merger.