

Division of Corporations

381481

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
APOLLO EXPORT WAREHOUSE, INC.**

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Merger

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**ARTICLES OF MERGER
OF
APOLLO SHIP CHANDLERS, INC.
a Florida corporation
INTO
APOLLO EXPORT WAREHOUSE, INC.
a Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Apollo Export Warehouse, Inc.	Florida	381481

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Apollo Ship Chandlers, Inc.	Florida	368740

3. The Agreement and Plan of Merger ("Plan of Merger") is attached.

4. The merger shall become effective on the date these Articles of Merger are filed with the Florida Secretary of State.

5. The Plan of Merger was adopted by all of the shareholders of the surviving corporation on August 8, 2017.

6. The Plan of Merger was adopted by all the shareholders of the merging corporation on August 8, 2017.

Dated this 8th day of August, 2017.

Signatures of each corporation:

Merging corporation:

Apollo Ship Chandlers, Inc.

By: 

Name: Jose Ramon Barrera Ordoñez
Title: President

Surviving corporation:

Apollo Export Warehouse, Inc.

By: 

Name: Jose Ramon Barrera Ordoñez
Title: President

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**AGREEMENT AND PLAN OF MERGER
OF
APOLLO SHIP CHANDLERS, INC.
(a Florida corporation)
INTO
APOLLO EXPORT WAREHOUSE, INC.
(a Florida corporation)**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of the 8th day of August, 2017, by and between APOLLO SHIP CHANDLERS, INC., a Florida corporation (the "Merging Entity"), and APOLLO EXPORT WAREHOUSE, INC., a Florida corporation (the "Surviving Entity").

RECITALS:

WHEREAS, the Merging Entity is a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, the Surviving Entity is a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, the Board of Directors and the Sole Shareholder of the Merging Entity deem it advisable and in the best interest of the Merging Entity, to merge with and into the Surviving Entity pursuant to the Florida Statutes.

WHEREAS, the Board of Directors and the Shareholders of the Surviving Entity deem it advisable and in the best interest of the Surviving Entity, that the Merging Entity merge with and into the Surviving Entity pursuant to the Florida Statutes.

WHEREAS, the Sole Shareholder of the Merging Entity and the Shareholders of the Surviving Entity have approved the terms and conditions of this Agreement and directed that the proposed merger be approved in accordance with the terms and conditions hereinafter set forth.

WHEREAS, the merger pursuant to this Agreement is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this Agreement, and in order to consummate this transaction, as described above, the Merging Entity and the Surviving Entity agree as follows:

1. The Merging Entity and the Surviving Entity agree that the Merging Entity shall be merged with and into the Surviving Entity, as a Florida corporation, upon the terms and conditions of this Agreement, and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving corporation and they further agree as follows:

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a. The purpose, the registered agent, and the address of the registered office of the Surviving Entity shall remain the same. From and after the Effective Date (as defined below), and until further amended, altered, or restated as provided by law, the Articles of Incorporation separate and apart from this Agreement shall be and may be separately certified as the Articles of Incorporation of the Surviving Entity.

b. The Bylaws of the Surviving Entity in effect on the effective date, if any, shall remain as the Bylaws of the Surviving Entity until it shall be altered, amended, or replaced or until new Bylaws are adopted as provided therein.

c. The officers and Directors of the Surviving Entity shall remain as the officers and Directors of the Surviving Entity on the Effective Date.

2. This Agreement was submitted to the Board of Directors and the Sole Shareholder of the Merging Entity and to the Board of Directors and Shareholders of the Surviving Entity for their consent and approval, in accordance with Sections 607.1103 and 607.1105 of the Florida Statutes, and it was adopted and approved in accordance with the laws of the State of Florida, and this Agreement, the appropriate Articles of Merger, and such other documents are necessary to consummate the merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida.

3. The effective date for all purposes herein of the merger of the Merging Entity with and into the Surviving Entity shall be upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

4. On the Effective Date, (i) each share of the Merging Entity's common stock issued and outstanding as of the date thereof will be cancelled without any consideration being paid therefor, and (ii) each share of the Surviving Entity's common stock outstanding immediately prior to the Effective Date will continue to represent one share of common stock of the Surviving Entity.

5. On the Effective Date, the transfer books of the Merging Entity shall be closed and no transfer of shares of common stock shall be made or consummated thereafter.

6. Prior to and on the Effective Date, the Merging Entity and Surviving Entity shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Entity shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Entity full title to all properties, assets, rights, privileges and franchises of the Merging Entity, the officers and directors of the Merging Entity shall execute and deliver all instruments and take all action the Surviving Entity may determine to be necessary or desirable in order to vest in and confirm to the Surviving Entity title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Agreement.

7. On and after the Effective Date, the Surviving Entity shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of the Merging Entity; all debts due to the Merging Entity of whatever account shall be vested in the Surviving Entity; all

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claims, demands, property, rights, privileges, powers, and franchises, of every other interest of either of the entities shall be effectively the property of the Surviving Entity; the title to any real estate vested by deed or otherwise vested in the Merging Entity shall not revert or be in any way impaired, by reason of the merger, but shall be vested in the Surviving Entity; all rights of creditors and all liens upon any property of either entity shall be reserved unimpaired, limited in lien to the property affected by such lien as of the effective date; all debts, liabilities, and duties of the Merging Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

8. The principal office of the Surviving Entity shall be 1775 NW 70th Avenue, Miami, FL 33126.

9. This Agreement embodies the entire agreement between the parties with respect to subject matter hereof. There have not been and there are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Agreement.

10. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon the Merging Entity and the Surviving Entity and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Agreement.

This Agreement may be executed in one or more counterparts, all of which together shall constitute the same document, and facsimile signatures shall have the same effect as original signatures.

[Signatures on the following page]

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NOW, THEREFORE, the Merging Entity and Surviving Entity have signed this Agreement and Plan of Merger on the date first written above.

Merging Entity:

Apollo Ship Chandlers, Inc.,
a Florida corporation

By: 

Name: Jose Ramon Barrera Ordoñez
Title: President

Surviving Entity:

Apollo Export Warehouse, Inc.,
a Florida corporation

By: 

Name: Jose Ramon Barrera Ordoñez
Title: President

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