

491135

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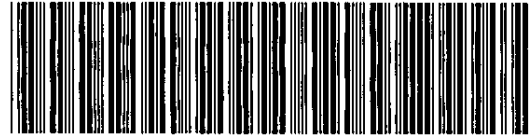
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FILED
15 MAR 27 PM 3:13
SECURITY DIVISION
TALLAHASSEE, FLORIDA

Morgan

**THE LAW OFFICES OF
GEORGE D. PERLMAN, P.A.**

George D. Perlman
New York and Florida Bars

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March 26, 2015

SENT VIA FEDEX:

7732 2492 4179

ATTN: Diane Cushing

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: HOLIKE INVESTMENTS, INC
AMERICAN PLAZA INC
FILE NO. 100006.001**

Dear Ms. Cushing,

Attached please find submissions for filing for the domestication of Holike Investments Limited, and for the merger of American Plaza Inc. As we discussed on the phone, the order that these two filings should be made are very particular. Kindly file the domestication for Holike first, and the merger second. The stacks of documents are marked with "file first" and "file second." Thank you very much for your help.

Sincerely,



Joseph Bendel
Associate to George D. Perlman

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Plaza, 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:

Brett Bernstein

Contact Person

George D. Periman P.A.

Firm/Company

1441 Brickell Ave. Suite 1400

Address

Miami, Florida 33131

City/State and Zip Code

brett@gplawintl.com

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

For further information concerning this matter, please call:

Brett Bernstein

Name of Contact Person

At (305) 374-5646

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

FILED
15 MAR 27 PM 3:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**Articles of Merger
for
AMERICAN PLAZA, INC.**

15 MAR 27 PM 3:13
RECEIVED
FALLS CHURCH, VA

The following Certificate of Merger is submitted to merge the following Florida corporations pursuant to Florida Statutes §607.1104-05.

1. The name, entity type, and jurisdiction for the merging party is:

Name: HOLIKE INVESTMENTS, INC. - P15 - 28505
Form/Entity Type: Corporation
Jurisdiction: State of Florida

2. The name, entity type, and jurisdiction of the surviving party is:

Name: AMERICAN PLAZA, INC. 491135
Form/Entity Type: Corporation
Jurisdiction: State of Florida

3. The attached Plan of Merger was approved by HOLIKE INVESTMENTS, INC., as a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. The attached plan of merger was approved by AMERICAN PLAZA, INC., as a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

5. Effective date of merger: _____

6. Signatures for each party:

HOLIKE INVESTMENTS, INC.


Gabriel Alvarez, President

AMERICAN PLAZA, INC.


Gabriel Alvarez, President

**Plan of Merger
for
AMERICAN PLAZA, INC.**

FILED
15 MAR 27 PM 3:13
SECRETARY
TALLAHASSEE

Pursuant to Fla. Stat. §607.1104, the Board of Directors of AMERICAN PLAZA, INC. and HOLIKE INVESTMENTS, INC. adopt the following plan of merger.

1. The name, entity type, and jurisdiction of the **merging** party is:

Name: Holike Investments, Inc.
Form/Entity Type: Corporation
Jurisdiction: State of Florida

2. The name, entity type, and jurisdiction of the **surviving** party is:

Name: American Plaza, Inc.
Form/Entity Type: Corporation
Jurisdiction: State of Florida

3. The terms and conditions of the merger are as follows:

American Plaza is a wholly owned subsidiary of Holike Investments, Inc. Holike Investments, Inc. will merge into American Plaza, Inc., and will cease to exist. American Plaza, Inc. will be the surviving entity and will assume all the obligations of Holike Investments, Inc.

4. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, and the rights to acquire the same are as follows:

All shares of American Plaza, Inc. will be transferred to the shareholder of Holike Investments, Inc. This merger is being carried out pursuant to Fla. Stat. §607.1104. The title to all property owned by the merging corporation will be vested in the surviving corporation. The surviving corporation will be responsible and liable for all liabilities and obligations of the merging corporation and any claim, existing or action or proceeding pending by or against the merging corporation may be continued as if the merger did not occur, and neither the rights of creditors nor any liens upon any of the parent company's properties will be impaired by this merger.

5. Pursuant to Fla. Stat. §607.1104(1)(a), action by the shareholders is not required because the parent corporation owns more than eighty (80) percent of the outstanding shares of each of the subsidiary corporations, and each shareholder of the surviving corporation will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Notwithstanding, the

shareholders of the subsidiary, who, except for the applicability of Fla. Stat. §607.1104(1)(a), would be entitled to vote and who dissent from the merger pursuant to Fla. Stat. §607.1321, may be entitled, if they comply with the provisions of this act regarding appraisal rights, to be paid the fair value of their shares.

6. The holders of all the outstanding shares of Holike Investments, Inc. and American Plaza, Inc., have waived the thirty (30) day notice requirement of the plan of merger pursuant to Fla. Stat. §607.1104(1)(b)4(3).