

491135

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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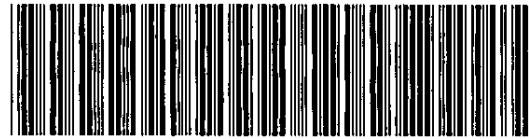
(Business Entity Name)

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*Morgan*

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

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New York and Florida Bars

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Miami, Florida 33131

Representative Office  
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Fax 011 44 207 851 0136

March 26, 2015

SENT VIA FEDEX:

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**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

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SECTION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

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

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:

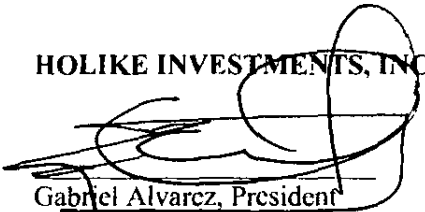
**Name:** AMERICAN PLAZA, INC. 491135  
**Form/Entity Type:** Corporation  
**Jurisdiction:** State of Florida

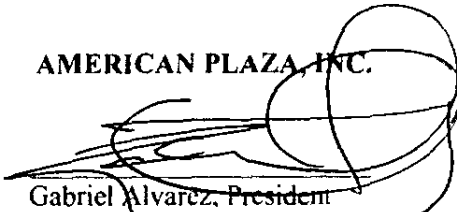
3. The attached Plan of Merger was approved by HOLIKE INVESTMENTS, INC., as a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

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

15 MAR 27 PM 3:13  
SECRETARY  
TALLAHASSEE

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

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).