

LO2000030873

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Entity

Document

Examiner

DCC

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Knowledge

DCC

W. P. Verifier

DCC



600009665506

01/06/03--01072--009 \*\*113.75

RECEIVED  
FILED  
03 JAN -2 AM 10:00 02 DEC 31 PM 2:00  
STATE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TAX  
FILING  
STATE  
FEE  
TOTAL  
N. BANK  
DUE  
60.00  
30.00  
90.00

Charter Number Only

December 30, 2002

Freeman Butterman

Requestor's Name

520 Brickell Key Dr. D-305

Address

Miami, FL 33131

City

State

ZIP

Phone

VALIDATION ONLY

FILED

02 DEC 31 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

LAR Chemical LLC

03 JAN -2 AM 10:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment       | <input checked="" type="checkbox"/> Merger          |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Out                   |

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

January 2, 2003

FREEMON BUTTERMAN  
520 BRICKELL KEY DR., O-305  
MIAMI, FL 33131

SUBJECT: LAR CHEMICAL LLC  
Ref. Number: L02000030873

We have received your document for LAR CHEMICAL LLC and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this merger is just \$60.00.

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) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 803A00000112

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

L.A.R. SURTIQUIMICOS, INC., A FLORIDA CORPORATION (P01000060650)

,

INTO

**LAR CHEMICAL LLC**, a Florida entity, L02000030873

File date: December 31, 2002

Corporate Specialist: Diane Cushing

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. LAR Chemical LLC

FLORIDA

LLC

520 BRICKELL KEY DRIVE, SUITE O-305

MIAMI, FLORIDA 33131

Florida Document/Registration Number: L02000030873

FEI Number: APPLIED FOR

2. L.A.R. SURTIQUIMICOS, INC.

FLORIDA

PROFIT CORP.

4150 OAK CIRCLE

BOCA RATON, FLORIDA 33431

Florida Document/Registration Number: P01000060650

FEI Number: 651118731

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

| <u>Name and Street Address</u>      | <u>Jurisdiction</u> | <u>Entity Type</u> |
|-------------------------------------|---------------------|--------------------|
| LAR Chemical LLC                    | FLORIDA             | LLC                |
| 520 BRICKELL KEY DRIVE, SUITE O-305 |                     |                    |
| MIAMI, FLORIDA 33131                |                     |                    |

Florida Document/Registration Number: L02000030873

FEI Number: APPLIED FOR

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

**OR**

DECEMBER 31, 2002.

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

LAR Chemical LLC

JAIRO PICO, PRESIDENT

L.A.R. SURTIQUIMICOS, INC.

JAIRO PICO, PRESIDENT

(Attach additional sheet(s) if necessary)

FILED  
02 DEC 31 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Name of Individual  
EST

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

| <u>Name</u>                | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| LAR Chemical LLC           | FLORIDA             |
| L.A.R. SURTIQUIMICOS, INC. | FLORIDA             |

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TALLAHASSEE, FLORIDA

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

| <u>Name</u>      | <u>Jurisdiction</u> |
|------------------|---------------------|
| LAR Chemical LLC | FLORIDA             |

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

SEE ATTACHED

*(Attach additional sheet(s) if necessary)*



**FOURTH:**

- A. 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, in whole or in part, into cash or other property are as follows:

SEE ATTACHED

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

SEE ATTACHED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

JUAN MANUEL NINO  
4150 OAK CIRCLE  
BOCA RATON, FLORIDA 33431

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EIGHTH:** Other provisions, if any, relating to the merger:

SEE ATTACHED

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

Merger between LAR Chemical LLC, a Florida limited liability company (the "Surviving Company") and LAR SURTIQUIMICOS, INC., a Florida corporation (the "Disappearing Company"), (collectively the "Constituent Companies"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §608.438 of the Florida Business Corporation Act (the "Act").

1. **Articles of Organization.** The Articles of Organization of the Surviving Company, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders/Members of the Constituent Companies.** Upon the Effective Date, each share of the Disappearing Company common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for Membership Interest in the Surviving Company in accordance with this Plan. All Membership Interest of Surviving Company on the Effective Date shall continue as Membership Interest of the Surviving Company.
3. **Satisfaction of Rights of Disappearing Company's Shareholders.** All Membership Interest of Surviving Company into which Disappearing Company's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Company shall cease, and the Surviving Company shall be fully vested in the Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 and §608.4383 of the Act.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Company shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Company or the Disappearing Company as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.
6. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Articles of Merger, of which this Plan is a part, Disappearing Company and Surviving Company shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Plan and upon

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TALLAHASSEE, FLORIDA

such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Company to the Florida Department of State. In accordance with §607.1105 and §608.4382 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be December 31, 2002.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors or the Manager(s) of such party, or may be amended or modified in whole or in part at any time before the vote of the Board of Directors or the Manager(s) of the Constituent Companies by an arrangement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with §607.1103 and §608.4381 of the Act.
8. **Termination.** At any time before the Effective Date (whether before or after filing the Articles of merger), this Plan may be terminated and the Merger Abandoned by mutual consent of the Boards of Directors or Manager(s) of both of the respective Constituent Companies.

FILED  
DEC 31 2002  
CLERK OF THE  
FLORIDA  
DEPARTMENT OF  
STATE