

102 0000 31249

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

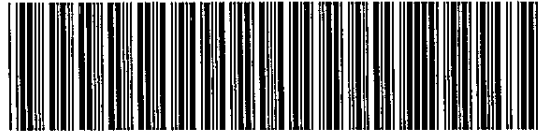
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

3/17
Lust

Office Use Only



400029259114

02/27/04--01018--020 **30.00

02/27/04--01018--019 **60.00

02/27/04--01018--021 **5.00

FILED
04 FEB 27 11:11:52
FEB 27 2004
FEB 27 2004

Arencibia, Gallegos & Associates, LLC

ATTORNEYS & COUNSELORS AT LAW

9700 S. Dixie Highway

Suite 570

Miami, FL 33156

Office: 305.670.4000

Telecopier: 305.670.4320

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FILED
04 FEB 27 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 18, 2004

Re: ARTICLES OF MERGER; PLAN OF MERGER
Ancar Imports, Inc. / Blue Bay Imports, LLC

Dear Sir or Madam:

We serve as legal counsel to Blue Bay Imports, LLC for corporate matters in the State of Florida.

We have enclosed for recording and registration the following on behalf of our client Blue Bay Imports, LLC:

1. Articles of Merger and Plan of Merger with filing fee \$60.00, (\$35 for corporation into \$25 LLC) Check No. 1035;
2. Certified copy of Articles and Plan of Merger \$30.00, Check No. 1036;
3. Request for certificate of Good Standing of Blue Bay Imports, (Surviving entity) \$5.00, Check No. 1037.

Please do not hesitate to contact the undersigned with any questions regarding this filing.

Very Truly Yours,

Mark S. Gallegos, Esq.

\$60.00 - CF
\$35.00 - Cert

**ANCAR IMPORTS, INC
BLUE BAY IMPORTS, L. L. C.
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. ANCAR IMPORTS, INC., A FLORIDA CORPORATION, 4890 N. W. 102 AVE. SUITE 102, MIAMI, FLORIDA 33178-2222

Florida Document/Registration Number: P95000075282; FEI Number: 650610176

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

Name and Street Address Jurisdiction Entity Type

BLUE BAY IMPORTS, LLC, A FLORIDA LIMITED LIABILITY COMPANY, 4890 N. W. 102 AVE. SUITE 102, MIAMI, FLORIDA 33178-2222

Florida Document/Registration Number: L02000031249; FEI Number: 550806829

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 and limited liability company, 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, 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.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

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:

ANCAR IMPORTS, INC.

By: _____

JORGE F. DIAZ

By: _____

DIEGO G. CANIZARES

By: _____

CLAUDIA FRIETA

FILED
FEB 27 AM 11:52
TALLAHASSEE FLORIDA

FILED

BLUE BAY IMPORTS, L. L. C.

By: _____

JORGE F. DIAZ

By: _____

DIEGO G. CANIZARES

ANCAR IMPORTS, INC.
BLUE BAY IMPORTS, LLC
PLAN OF MERGER

FILED
04 FEB 27 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

WHEREAS, the owners, managers and directors of each entity, Ancar imports and Blue Bay Imports have unanimously agreed that it is in the best interest of the company to change its corporate structure to provide greater flexibility in business planning, tax planning and planning for the growth of the Affiliated companies both in Ecuador and in the United States,

NOW THEREFORE, THE PARTIES HAVE ENTERED INTO THE FOLLOWING AGREEMENTS AND DETERMINATIONS:

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

Name and Street Address Jurisdiction Entity Type

1. ANCAR IMPORTS, INC., A FLORIDA CORPORATION, 4890 N. W. 102 AVE. SUITE 102, MIAMI, FLORIDA 33178-2222

Florida Document/Registration Number: P95000075282; FEI Number: 650610176

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

Name and Street Address Jurisdiction Entity Type

BLUE BAY IMPORTS, LLC, A FLORIDA LIMITED LIABILITY COMPANY, 4890 N. W. 102 AVE. SUITE 102, MIAMI, FLORIDA 33178-2222

Florida Document/Registration Number: L02000031249; FEI Number: 550806829

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

Ancar Imports shall transfer all assets and liabilities to the new, surviving entity, Blue Bay Imports, LLC at the earliest possible date after both entities have accepted their respective Resolutions as binding and effective for each company;

Ancar Imports shall thereafter remain in existence only so long as may be necessary to transfer assets, liabilities and operations and may at its election seek to close the corporation.

Each shareholder of Ancar imports shall surrender their respective stock certificates of Ancar to the Secretary Treasurer of the corporation and each shareholder, at his or her elections shall be entitled to a proportional interest in the ownership and profits of Blue bay Imports, LLC.

All transfers shall be initiated and completed during the calendar year of 2003 and the Articles of Merger and Plan of Merger shall thereafter be immediately filed with the Florida Secretary of State.

Each entity, Ancar Imports and Blue Bay Imports shall each pass collateral Resolutions adopting these Articles of Merger and Plan of Merger.

Blue Bay Imports shall undertake sole ownership and responsibility for the assets, liabilities and operations of Ancar Imports and its current business operations including but not limited to Customer Relations, Accounting, Tax Filing, U.S. Customs Compliance and licensing; U.S. Immigration (B.C.I.S.) responsibility including maintaining the L-1A visa status of the Key Executive Diego Canizares in order to continue indefinitely the U.S. business operations, products sales and customer relationships.

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:

Each shareholder of Ancar Imports shall surrender their respective stock certificates and shall be entitled to receive a proportionate share of the Membership Interests in Blue Bay Imports.

FIFTH: The surviving entity is a limited partnership.

SIXTH: A limited liability company is the surviving entity. The name and address of the initial managing members are as follows:

Diego Canizares
4890 N. W. 102 AVE. SUITE 102,
MIAMI, FLORIDA 33178-2222

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:

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

Diego Canizares shall continue to manage, direct and make decisions relating to the growth and planning and expansion of the U.S. Affiliate, Blue Bay Imports.

SIGNATURE (S) FOR EACH PARTY:

ANCAR IMPORTS, INC.

By: _____

Jorge F. Diaz

By: _____

Diego G. Canizares

By: _____

Claudia Fajardo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 27 AM 11:52

FILED

BLUE BAY IMPORTS, L. L. C.

By: _____

Jorge F. Diaz

By: _____

Diego G. Canizares