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Division of Corporations
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MERGER OR SHARE EXCHANGE

Multicars Group, LLC

Certificate of Status	1
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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.

A. Merging Parties. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

1. Name: Multicars Group Corp.
 Address: 116 Snively Avenue Eloise
 West Haven, Florida 33880
 Jurisdiction: Florida
 Entity Type: Profit Corporation
 Florida Document #: P04000171195

2. Name: Multicars Group, LLC
 Address: 116 Snively Avenue Eloise
 West Haven, Florida 33880
 Jurisdiction: Florida
 Entity Type: Limited Liability Company
 Florida Document/
 Registration No.: L05000122050

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 TALLAHASSEE, FLORIDA

B. Surviving Party. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

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Name: Multicars Group, LLC
Address: 116 Snively Avenue Eloise
West Haven, Florida 33880
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document/
Registration No.: L05000122050

C. Plan of Merger. 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.

D. Approval by Parties. The attached Plan of Merger was approved by the all business entities that are parties to the merger in accordance with the respective laws of Florida and all other applicable jurisdictions.

E. Consent of Shareholders and Members. The merging entities and the surviving entity have obtained the written consent of each shareholder or member of such entities, as applicable, pursuant to section(s) 607.1108(5), 608.438(2), and/or 620.202(2), Florida Statutes.

F. Accordance with Laws of Jurisdiction. The merger is permitted under the respective laws of Florida and all other applicable jurisdictions and is not prohibited by (i) any agreement of any partnership or limited partnership that is a party to the merger, (ii) any shareholder agreements, bylaws or articles of incorporation of any corporation that is a party to the merger, or (iii) any operating agreements, regulations or articles of organization of any limited liability company that is a party to the merger.

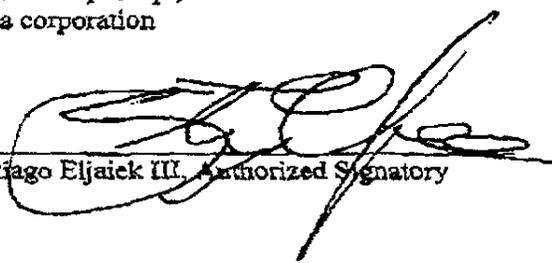
G. Effective Date. The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State.

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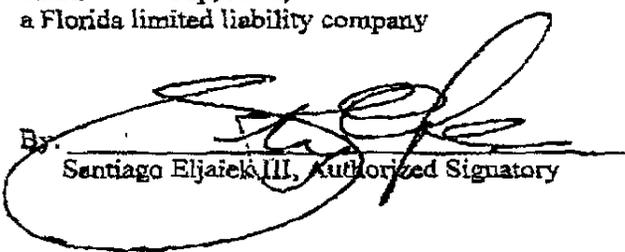
H. Compliance. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

I. Signatures.

Multicars Group Corp.,
a Florida corporation

By: 
Santiago Eljaiek III, Authorized Signatory

Multicars Group, LLC,
a Florida limited liability company

By: 
Santiago Eljaiek III, Authorized Signatory

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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.

A. Merging Parties. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

1. **Name:** Multicars Group Corp.
Address: 116 Snively Avenue Eloise
 West Haven, Florida 33880
Jurisdiction: Florida
Entity Type: Profit Corporation
Florida Document #: P04000171195

2. **Name:** Multicars Group, LLC
Address: 116 Snively Avenue Eloise
 West Haven, Florida 33880
Jurisdiction: Florida
Entity Type: Limited Liability Company
**Florida Document/
Registration No.:** L05000122050

B. Surviving Party. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

- Name:** Multicars Group, LLC
Address: 116 Snively Avenue Eloise
 West Haven, Florida 33880
Jurisdiction: Florida
Entity Type: Limited Liability Company

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Florida Document/
Registration No.: L05000122050

C. **Terms of Merger.** The terms and conditions of the merger are as follows:

(a) Multicars Group Corp., and Multicars Group, LLC will each cause special meetings (or unanimous written consents in lieu of meetings where possible) of their respective directors (or managers) and shareholders (or members) to be called and held on or before March 9, 2006 to consider and vote upon the merger. If the merger is approved, either by unanimous written consent or, in the case of a meeting, by the holders of a majority of the shares of Multicars Group Corp., as provided in the Bylaws of Multicars Group Corp., and by the holders of a majority in interest of the members of Multicars Group, LLC, the Plan of Merger and Articles of Merger will be executed and filed with the Florida Department of State, Division of Corporations, as promptly as possible thereafter. The Articles of Merger to be filed with the Florida Department of State Division of Corporations shall be substantially in the form attached hereto as Exhibit A, with such changes therein as the Board of Directors of Multicars Group Corp. and the Managers of Multicars Group, LLC shall approve by majority vote. The effective date of the merger shall be the date such Articles of Merger are filed with the Florida Department of State, Division of Corporations:

- (b) Upon the effective date of the Merger, the following will occur:
- (i) Multicars Group Corp. will be merged with and into Multicars Group, LLC, and Multicars Group, LLC will continue as the Surviving Entity;
 - (ii) Multicars Group, LLC will assume all assets and liabilities of Multicars Group Corp.;
 - (iii) The corporate name of Multicars Group, LLC, the Surviving Entity, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger.
 - (iv) The Articles of Organization of Multicars Group, LLC will not be changed, modified or amended. The Articles of Organization of Multicars Group, LLC, as originally filed on December 22, 2005, shall, on the effective date of the merger, be the Articles of Organization of the Surviving Entity until further altered, amended or repealed pursuant to applicable law. The Operating Agreement of Multicars Group, LLC in effect on the date of the merger shall be the Operating Agreement of the Surviving Entity until amended, rescinded or repealed pursuant to applicable law.
 - (v) The separate existence and corporate organization of Multicars Group Corp. shall cease as of the effective date of the merger.

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Pembroke Pines, Florida 33026

Javier Ruiz

531 Royal Ridge Drive
Davenport, FL 33837

F. Statements of Non-Florida Entities. 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:

NONE

G. Terms of Merger. Other provisions, if any, relating to the merger:

NONE

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