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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. MCLEOD

OCT 24 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form to file a Certificate of Merger pursuant to section 608.4382, Florida Statutes. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

Filing Fees:	\$25.00 for each Limited Liability Company
	\$35.00 for each Corporation
	\$52.50 for each Limited Partnership or
	Limited Liability Limited Partnership
	\$25.00 for each General Partnership or Limited
	Liability Partnership
	\$25.00 for each Other Business Entity
Certified Copy (optional):	\$30.00

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Street Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

For further information, you may contact the Registration Section at (850) 245-6051.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLUXINVEST, LLC.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

FRANCISCO J. GONALEZ

Contact Person

WILSON ELSEER MOSKOWITZ EDELMAN & DICKER

Firm/Company

100 SE 2ND STREET SUITE 3800

Address

MIAMI FL 33131

City, State and Zip Code

FRANCISCO.GONZALEZ@WILSONELSER.COM

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

For further information concerning this matter, please call:

FRANCISCO J. GONZALEZ

Name of Contact Person

at (305)

374-4400

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BENICO, LLC	FLORIDA	LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 OCT 21 PM 1:40

FILED

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FLUXINVEST, LLC	FLORIDA	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

DATE OF FILING

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

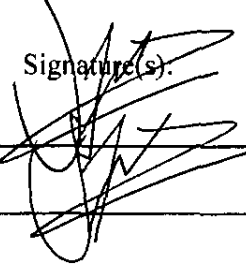
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s).	Typed or Printed Name of Individual:
BENICO, LLC		JUAN FRASCHINI
FLUXINVEST, LLC		JUAN FRASCHINI

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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**JOINT WRITTEN CONSENT IN LIEU OF SPECIAL MEETINGS
OF THE MEMBERS AND DIRECTORS OF FLUXINVEST, LLC**

The undersigned, constituting all of the members of the Board of Directors and the sole interest members of FLUXINVEST, LLC a Florida corporation (FLUXINVEST), hereby waive any and all requirements for notice of the time and place of an annual meeting of the Board of Directors and Interest Members and do hereby agree and consent in writing, without a meeting and in lieu of an annual meeting, thereof, and pursuant to Florida Statutes, as of October 10, 2011, to the following actions:

WHEREAS FLUXINVEST intends to merge with BENICO, LLC ("BENICO") a Florida Limited Liability Corporation pursuant Sections 608.4381, 608.4382 and 608.4383 of the Florida Statutes;

WHEREAS FLUXINVEST is a duly formed, validly existing corporation in good standing under the laws of the State of Florida.

RESOLVED, that FLUXINVEST be merged with and fully absorb BENICO with its principal address in 5959 Collins Ave, Unit 803, Miami FL 33140, in accordance with the terms and provisions of the Plan of Merger duly approved by BENICO's Members and Board of Directors.

RESOLVED, that pursuant the merger, JUAN FRASCHINI, Manager of the Company, shall have the authority to file the Certificate of Merger with the Florida Department of State, Division of Corporations.

RESOLVED, that pursuant the merger, JUAN FRASCHINI, Manager of the Company, shall have the authority to adopt the Plan of Merger duly approved by BENICO's Members and Board of Directors.

RESOLVED, that JUAN FRASCHINI is the current Manager of both BENICO ("Merging Entity") and FLUXINVEST ("Surviving Entity") and shall remain as Manager of FLUXINVEST after the merger takes place pursuant to the Plan of Merger.


RESOLVED, that FLUX, INC. is the current Sole Member of both BENICO ("Merging Entity") and FLUXINVEST ("Surviving Entity") and shall remain as the Sole Member of the Company after the merger takes place pursuant to the Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 10th day of October, 2011.



JUAN FRASCHINI

Manager



For: FLUX, INC. Sole Shareholder

SHENNA JOLLY- Director/Treasurer

PLAN OF MERGER OF BENICO, LLC INTO FLUXINVEST, LLC

1. **Plan of Merger:** This Plan of Merger (the "Plan") is intended to accomplish the merger of BENICO, LLC, a Florida Limited Liability Company (hereinafter referred to as "BENICO or Merging Entity"), through the transferring of all assets and liabilities to the Surviving Entity, as defined below, pursuant the merger. Such merger shall be accomplished in the manner stated herein.

2. **Effective Date:** The Plan shall be considered adopted by BENICO and in effect as of the date of filing of this Plan and Certificate of Merger with the Florida Department of State (the "Effective Date").

3. **Merging Entity:** The name of the merging entity is BENICO, LLC a Limited Liability Company, incorporated and governed by the laws of the State of Florida.

4. **Surviving Entity:** The name of the surviving entity is FLUXINVEST, LLC a Limited Liability Company (the "Surviving Entity"), incorporated and governed by the laws of the State of Florida.

5. **Board and Member Approval:** The Members and Board of Directors of BENICO have approved the merger of the Merging Entity with and into the Surviving Entity and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, and all other applicable laws and corporate governance documents.

6. **Conversion of Merging Entities Membership:** Upon the Effective Date, each member of the Merging Entity (without further action of the Merging Entity or the Surviving Entity) thereupon shall be converted into membership of the Surviving Entity, as set forth in this Plan of Merger.

7. **Effect of the Merger:** From the Effective Date, title to all real estate and other property owned by the Merging Entity shall be vested into the Surviving Entity without reversion or impairment by reason of law, pursuant Section 608.4383 of the Florida Statutes.

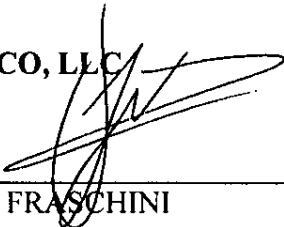
8. **Officers:** Upon the merger, the directors and officers of both the Merging Entity and the Surviving Entity, immediately prior to the Effective Date of the merger, shall remain the directors and officers of the Surviving Entity and/or shall be appointed as directors and officers in the Surviving Entity in compliance with this provision.

9. **Interpretation:** This Plan of Merger (and other documents and instruments referenced in this Plan of Merger) i) constitutes the entire agreement and supersedes all other prior agreement and understandings, both written or oral, between the Merging Entity and the Surviving Entity; ii) shall not be assigned by operation of law or otherwise without the prior written consent of the either party, and iii) shall be governed and construed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

10. **Service of Process.** Upon and after the Effective Date, FLUXINVEST may be served with process for any action against BENICO.


11. **Final Representations.** Upon and after the Effective Date, (i) FLUXINVEST shall continue to exist as a Florida Limited Liability Company, (ii) FLUX, INC. shall continue as FLUXINVEST's sole member, (iii) JUAN FRASCHINI shall continue as FLUXINVEST's sole manager, (iv) the articles of organization of FLUXINVEST dated September 29, 2010, shall continue to be the articles of organization in effect for the Surviving Entity, and (v) the Operating Agreement of FLUXINVEST, LLC dated October 25, 2010, shall continue as the operating agreement governing FLUXINVEST and its member.

BENICO, LLC



JUAN FRASCHINI
Manager

FLUXINVEST, LLC



JUAN FRASCHINI
Manager

**JOINT WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF THE MEMBERS
AND DIRECTORS OF BENICO, LLC**

The undersigned, constituting all of the members of the Board of Directors and the sole interest members of BENICO, LLC a Florida Limited Liability Company ("BENICO"), hereby waive any and all requirements for notice of the time and place of an annual meeting of the Board of Directors and Interest Members and do hereby agree and consent in writing, without a meeting and in lieu of an annual meeting, thereof, and pursuant to Florida Statutes, as of October 10, 2011, to the following actions:

WHEREAS BENICO intends to merge with FLUXINVEST, LLC a Florida limited liability company ("FLUXINVEST") pursuant to Sections 608.4381, 608.4382 and 608.4383 of the Florida Statutes;

WHEREAS BENICO's Members have agreed to the merger with FLUXINVEST in accordance with the terms of the Operating Agreement dated January 25, 2008 and all other company documents regulating BENICO's business;

NOW, THEREFORE, it is agreed as follows:

1. I, JUAN FRASCHINI, am the Manager of BENICO and as such, I am duly authorized to make the representations contained herein.
2. BENICO is a duly formed, validly existing Limited Liability Company in good standing under the laws of the State of Florida.
3. In accordance with BENICO's Operating Agreement, the following resolutions were unanimously adopted by BENICO's Members as well as by BENICO's Board of Directors, and the same have not been revoked, canceled, repealed, annulled or amended in any manner and are in full force and effect on the date hereof:


RESOLVED, that BENICO be merged with and into FLUXINVEST, and the principal address of FLUXINVEST be located at 6205 Blue Lagoon Drive, Suite 130, Miami FL 33126, in accordance with the terms and provisions of the Plan of Merger attached hereto and made part hereof as **Exhibit "A"** (the "Plan")

RESOLVED, that pursuant to the merger, BENICO (the "Merging Entity") shall cease to exist and all assets and liabilities shall be vested into FLUXINVEST (the "Surviving Entity") following the merger;

RESOLVED, that the merger shall be effective at such time as the Certificate of Merger is duly filed with the Florida Department of State, Division of Corporations (the "Effective Date").

RESOLVED that from and after the Effective Date, title to all real estate and other property owned by BENICO, shall be vested in the Surviving Entity.

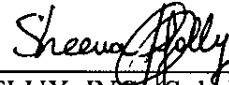
4. Following are the duly elected or appointed officers of BENICO immediately prior the merger, set forth opposite their respective names and are incumbent in such offices as of the date hereof, and the signatures appearing opposite their respective names are the genuine signatures of such persons:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
JUAN FRASCHINI	Manager	

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 10th day of October, 2011.



JUAN FRASCHINI
Manager



For: FLUX, INC. (Sole Member)
SHENNA JOLLY- Director

PLAN OF MERGER OF BENICO, LLC INTO FLUXINVEST, LLC

1. **Plan of Merger:** This Plan of Merger (the "Plan") is intended to accomplish the merger of BENICO, LLC, a Florida Limited Liability Company (hereinafter referred to as "BENICO or Merging Entity"), through the transferring of all assets and liabilities to the Surviving Entity, as defined below, pursuant the merger. Such merger shall be accomplished in the manner stated herein.

2. **Effective Date:** The Plan shall be considered adopted by BENICO and in effect as of the date of filing of this Plan and Certificate of Merger with the Florida Department of State (the "Effective Date").

3. **Merging Entity:** The name of the merging entity is BENICO, LLC a Limited Liability Company, incorporated and governed by the laws of the State of Florida.

4. **Surviving Entity:** The name of the surviving entity is FLUXINVEST, LLC a Limited Liability Company (the "Surviving Entity"), incorporated and governed by the laws of the State of Florida.

5. **Board and Member Approval:** The Members and Board of Directors of BENICO have approved the merger of the Merging Entity with and into the Surviving Entity and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, and all other applicable laws and corporate governance documents.

6. **Conversion of Merging Entities Membership:** Upon the Effective Date, each member of the Merging Entity (without further action of the Merging Entity or the Surviving Entity) thereupon shall be converted into membership of the Surviving Entity, as set forth in this Plan of Merger.

7. **Effect of the Merger:** From the Effective Date, title to all real estate and other property owned by the Merging Entity shall be vested into the Surviving Entity without reversion or impairment by reason of law, pursuant Section 608.4383 of the Florida Statutes.


8. **Officers:** Upon the merger, the directors and officers of both the Merging Entity and the Surviving Entity, immediately prior to the Effective Date of the merger, shall remain the directors and officers of the Surviving Entity and/or shall be appointed as directors and officers in the Surviving Entity in compliance with this provision.

9. **Interpretation:** This Plan of Merger (and other documents and instruments referenced in this Plan of Merger) i) constitutes the entire agreement and supersedes all other prior agreement and understandings, both written or oral, between the Merging Entity and the Surviving Entity; ii) shall not be assigned by operation of law or otherwise without the prior written consent of the either party, and iii) shall be governed and construed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

10. **Service of Process.** Upon and after the Effective Date, FLUXINVEST may be served with process for any action against BENICO.


11. **Final Representations.** Upon and after the Effective Date, (i) FLUXINVEST shall continue to exist as a Florida Limited Liability Company, (ii) FLUX, INC. shall continue as FLUXINVEST's sole member, (iii) JUAN FRASCHINI shall continue as FLUXINVEST's sole manager, (iv) the articles of organization of FLUXINVEST dated September 29, 2010, shall continue to be the articles of organization in effect for the Surviving Entity, and (v) the Operating Agreement of FLUXINVEST, LLC dated October 25, 2010, shall continue as the operating agreement governing FLUXINVEST and its member.

BENICO, LLC



JUAN FRASCHINI
Manager

FLUXINVEST, LLC



JUAN FRASCHINI
Manager