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11 DEC -5 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** POWER EQUIPMENTS TRADING, LLC  
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

CARLOS M. FARAH, CPA

(Contact Person)

APPELROUTH, FARAH & COMPANY, P. A.

(Firm/Company)

999 PONCE DE LEON BLVD., STE 625

(Address)

CORAL GABLES, FL 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

CARLOS M. FARAH

(Name of Contact Person)

at ( 305 ) 444-0999

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

**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

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
POWER EQUIPMENTS TRADING, CORP	FL P08000027251	CORPORATION
POWER EQUIPMENTS TRADING CONVERSION LLC	FL L11000122983	LIMITED LIABILITY COMPANY
_____	_____	_____
_____	_____	_____

**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>
POWER EQUIPMENTS TRADING, LLC	FL	LIMITED LIABILITY COMPANY

**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.

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TALLAHASSEE, FLORIDA

**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**

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**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:

N/A

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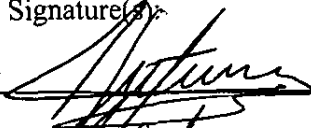
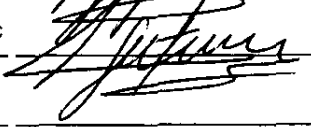
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- ✓ b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
POWER EQUIPMENTS TRADING CORP.		VALMORE GUTIERREZ
POWER EQUIPMENTS TRADING CONVERSION, LLC		VALMORE GUTIERREZ

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

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**AGREEMENT AND PLAN OF MERGER**  
**And**  
**AMENDED ARTICLES OF ORGANIZATION**

*THIS AGREEMENT AND PLAN OF MERGER, effective as of November 15, 2011, is made between Power Equipments Trading Corp., a for-profit Florida corporation, and Power Equipments Trading Conversion LLC, a Florida limited liability company.*

**RECITALS**

A. Power Equipments Trading Corp. is a for-profit corporation organized and existing under the laws of the State of Florida.

B. Power Equipments Trading Conversion LLC is a limited liability company organized and existing by virtue of the laws of the State of Florida.

C. The board of directors and shareholders of Power Equipments Trading Corp. and the managers of Power Equipments Trading Conversion LLC deem it desirable and in their best interests that Power Equipments Trading Corp. be merged into Power Equipments Trading Conversion LLC (as described in greater detail herein, the "Merger") and have adopted this plan of merger as of the 15th day of November, 2011.

**AGREEMENT**

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein.

2. **Surviving Company.** The surviving entity of the Merger shall be Power Equipments Trading LLC, and it shall be a Florida limited liability company governed by the laws of the State of Florida. As set forth below, the surviving company shall amend its Articles of Organization to reflect a name change to Power Equipments Trading LLC.

3. **Capital Structure Prior to Merger.** With respect to each entity, prior to the Merger the numbers of issued, authorized and outstanding shares or interests are as follows:

	<b>Authorized</b>	<b>Issued</b>	<b>Outstanding</b>
Power Equipments Trading Corp (a Florida for-profit corporation)	500 shares common stocks, \$1.00 par value	500	500
Power Equipments Trading Conversion LLC (a Florida limited liability company)	100 percent participation percentage	100 percent participation percentage	100 percent participation percentage

With respect to Power Equipments Trading Corp., there is only one class or series of stock and all stock once issued can vote without restriction. With respect to Power Equipments Trading Conversion LLC, each member is entitled to one vote for each one percent participation percentage owned.

4. ***Amended Articles of Organization.*** Article I of the Articles of Organization of Power Equipments Trading Conversion LLC is hereby amended to read in its entirety as follows:

Article I - Name:

The name of the Limited Liability Company is Power Equipments Trading LLC

5. ***Approval of Plan.*** This Agreement and Plan of Merger and the Amended Articles of Organization and Articles of Merger were duly approved and adopted by unanimous vote of the board of directors and shareholders of Power Equipments Trading Corp, and by unanimous vote of the managers and members of Power Equipments Trading Conversion LLC.

6. ***Plan of Merger.*** On the effective date of the Merger:

(a) Every 10 shares of the Common Stock of Power Equipments Trading Corp shall be converted into and become a membership interest in Power Equipments Trading Conversion LLC with a Participation Percentage equal to 1.98 percent, such that the current shareholders of Power Equipments Trading Corp shall own Membership Interests with an aggregate Participation Percentage equal to 99 percent.

(b) The current members in Power Equipments Trading Conversion LLC shall be deemed to own Membership Interests with an aggregate Participation Percentage equal to one percent.

(c) The separate corporate existence of Power Equipments Trading Corp shall terminate and cease.

(d) The surviving limited liability company, Power Equipments Trading Conversion LLC (to be known henceforth as Power Equipments Trading LLC), shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, chooses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of Power Equipments Trading Corp, whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.

(e) The surviving limited liability company shall become subject to all the liabilities, obligations and penalties of Power Equipments Trading Corp.

7. ***Issuance of Membership Certificates.*** The manner and basis of issuing the new membership certificates is as follows: the shareholders of Power Equipments Trading Corp shall surrender the stock certificates representing the issued and the outstanding stock of Power Equipments Trading Corp and shall receive new Power Equipments Trading LLC certificates reflecting their interests.

8. ***Managers.*** The managers of Power Equipments Trading LLC, the surviving entity, are Valmore Gutierrez and Francisco Soto, and their business address is One Las Olas Circle, Ste. 915, Fort Lauderdale, FL 33316

9. ***Ordinary Course of Business.*** Neither Power Equipments Trading Corp nor Power Equipments Trading LLC shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

10. ***Course of Dealing.*** No course of dealing between the parties shall be effective to change, modify or discharge any provisions of the Agreement or to constitute a waiver of any default.

11. ***Amendments.*** This Agreement may be modified or amended only by an instrument in writing executed by the parties.

12. ***Governing Law.*** This Agreement shall be governed by and construed under the laws of the State of Florida.

[signatures on next page]



[signature page to Agreement and Plan of Merger and Amended Articles of  
Organization effective as of November 15, 2011]

***IN WITNESS WHEREOF***, the parties have executed this Agreement effective  
the date and year first above written.

Power Equipments Trading  
Conversion LLC, a Florida limited  
liability company

By:   
Valmore Gutierrez, Manager

Power Equipments Trading Corp, a  
Florida corporation

By:   
Valmore Gutierrez, Secretary