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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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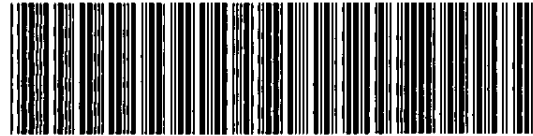
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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JAN - 5 2012

EXAMINER

STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

STEVEN A. SCIARRETTA
LL.M. IN TAXATION

THE HAMILTON
2799 NW Boca Raton Blvd., #203
Boca Raton, Florida 33431
TELEPHONE: (561) 368-7978
TOLL FREE: (800) 545-8454
TELEFAX: (561) 368-8502

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

December 28, 2011

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

Re: Merger of Kapital Corp and Kapital Trust LLC

Dear Sir/Madam:

Enclosed herein for filing you will find one (1) original Articles of Merger for Florida Profit or Non-Profit Corporation, as regards the above noted transaction. Also enclosed you will find a check in the amount of \$78.75 as payment for fees as regards this matter.

As it is imperative that this matter be concluded prior to the end of calendar year 2011, should you have any questions as regards to this matter, please be so kind as to contact the undersigned at our toll-free telephone number in Boca Raton, as set forth above.

Enclosed for your convenience is a pre-paid, self-addressed return envelope by which you may return certified copies of the enclosed Articles of Merger upon Certification of same.

Our best wishes for a healthy and happy new year.

Sincerely,

STEVEN A. SCIARRETTA, P.A.

Steven A. Sciarretta
SAS/atb
Enclosure

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TALLAHASSEE, FLORIDA

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**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>
Kapital Corp.	Florida	corporation
PGS-54143		

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>
Kapital Trust LLC	Florida	limited liability company
LI-143563		

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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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:

_____ to be effective December 31, 2011

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:

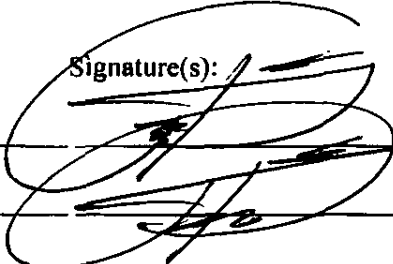
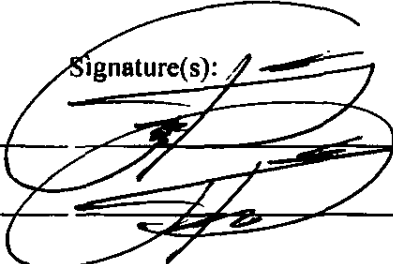
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Kapital Corp.		Ian Kaplan
Kapital Trust LLC		Ian Kaplan

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

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PLAN OF MERGER

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>
Kapital Corp.	Florida	corporation

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>
<u>Kapital Trust LLC</u>	<u>Florida</u>	<u>limited liability company</u>

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

All assets, liabilities and on-going business of Kapital Corp. will be merged
into Kapital Trust LLC

SECRETARY OF STATE
WASHINGTON, D.C. 20520

(Attach additional sheet if necessary)

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[illegible]

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Shareholders of Kapital Corp. are converting their shares exactly in the same
manner for Interests in Kapital Trust LLC

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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TALLAHASSEE FLORIDA

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Ian Kaplan 1717 N. Bayshore Drive, Suite 2000, Miami, FL 33132

Morton Kaplan 1717 N. Bayshore Drive, Suite 2000, Miami, FL 33132

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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