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(Requestor's Name)

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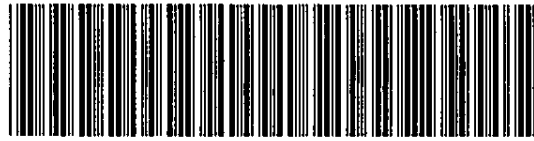
(Business Entity Name)

(Document Number)

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D. BRUCE

NOV 14 2012

EXAMINER



**LAW OFFICES OF PETER P. MENDEZ, P.A.**

November 7, 2012

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Merger of Amerinter USA, Corp. with Amerinter USA, LLC

Dear Clerk:

In order to merge Amerinter USA Corp. with Amerinter USA, LLC, we enclose the following documents:

Articles of Merger  
Written Consent of Members to Merger

Also enclosed is our check for \$60.00 for the merger fee.

Should you have any questions, please do not hesitate in contacting our office.

Very truly yours,

Peter P. Mendez

Enclosures

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**ARTICLES OF MERGER OF  
AMERINTER USA, CORP.  
WITH AND INTO  
AMERINTER USA, LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of AMERINTER USA, CORP., a Florida corporation (the "Corporation"), document number P08000019786, with and into AMERINTER USA, LLC, a Florida limited liability company (the "LLC"), established as a corporation for federal tax purposes, with the LLC being the surviving entity, is set forth below:

LR0000856001

1. The Corporation shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. At the time of the merger, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.

4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issued shares.

5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests except in

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exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. The shareholders of the Corporation will receive no consideration other than LLC membership rights for their shares.

c. At the effective date of the merger, each share of \$1.00 par value common stock of the Corporation, issued and outstanding shall be converted into ONE membership interest of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for each share is one membership interest in the LLC.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER


The Plan of Merger was approved by the Corporation in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 18<sup>TH</sup> day of June, 2012.

#### ARTICLE III - EFFECTIVE DATE


The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

**DATED** this 1<sup>st</sup> day of November, 2012.

AMERINTER USA, CORP.

By:   
\_\_\_\_\_  
Lourdes Ravelo, President

AMERINTER USA, LLC

By:   
\_\_\_\_\_  
Lourdes Ravelo  
Managing Member

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**WRITTEN CONSENT OF THE MEMBERS OF  
AMERINTER USA, LLC  
TO ACTION IN LIEU OF A MEETING OF THE MEMBERS OF  
AMERINTER USA, LLC**

The undersigned, being the members of AMERINTER USA, LLC, a Florida limited liability company (the "Company"), hereby consent to, authorize, adopt and approve the following actions and resolutions by written consent in lieu of a meeting of the members of the Company:

**RESOLVED**, that the merger of AMERINTER USA, CORP., a Florida corporation (the "Corporation"), with and into the Company, is hereby approved; and

**FURTHER RESOLVED**, that the Plan of Merger, a copy of which is attached hereto as **Exhibit "A,"** between the Company and the Corporation, is hereby ratified, confirmed, authorized and approved; and

**FURTHER RESOLVED**, that the members of the Company are hereby authorized and directed, upon approval of the Plan of Merger by all of the members of the Company, to execute Articles of Merger and any other documents, and to take such other actions, as they deem necessary and desirable to effect the merger of the Corporation with and into the Company under the laws of the State of Florida.

**DATED** this 1s day of November, 2012.



\_\_\_\_\_  
Lourdes Ravelo, Managing Member

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**EXHIBIT "A"**

**PLAN OF MERGER OF AMERINTERUSA, INC.  
WITH AND INTO  
AMERINTERUSA, LLC**

1. AMERINTER USA, CORP., a Florida corporation (the "Corporation"), shall merge with and into AMERINTER USA, LLC, a Florida limited liability company (the "LLC"), with the LLC being the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. At the time of the merger, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.

4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issued shares.

5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests except in exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

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b. The shareholders of the Corporation will receive no consideration other than LLC membership rights for their shares.

c. At the effective date of the merger, each share of \$1.00 par value common stock of the Corporation, issued and outstanding shall be converted into one membership unit of the LLC.

7. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

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