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(Address)

(Address)

(City/State/Zip/Phone #)

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merger
AUG 16 2013
R. WHITE

FILED
AUG 12 PM 4:01
SECRETARY OF STATE
TREASURY DEPARTMENT

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MAESTRONI 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:

David Bauer

Contact Person

Ballerini & Bauer P.A.

Firm/Company

927 Lincoln Rd - Suite 200

Address

Miami Beach, FL, 33139

City, State and Zip Code

david@ballerinibauerlaw.com

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

For further information concerning this matter, please call:

David Bauer at (305) 507-9699, ext 2

Name of Contact Person

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED

18 AUG 12 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
ACCES IMMOBILIER MIAMI LLC & MAESTRONI LLC**

The following certificate of merger is being submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382, Florida Statutes.

ARTICLE 1

The merging entities' name, principal office street address, jurisdiction, and entity type are listed below:

#1 Name and Street Address:
Acces Immobilier Miami LLC
3101 Indian Creek – Suite 205
Miami Beach, FL 33140

Jurisdiction: Florida
Entity Type: LLC
Florida Document Number: L11000013287

#2 Name and Street Address:
Body Gear of Miami LLC
3101 Indian Creek – Suite 205
Miami Beach, FL 33140

Jurisdiction: Florida
Entity Type: LLC
Florida Document Number: L12000111821

ARTICLE 2

Surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:
Maestroni LLC
927 Lincoln Rd – Suite 200
Miami Beach, FL 33139

Jurisdiction: Florida

Entity Type: LLC

Florida Document Number: L13000104752

ARTICLE 3

The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by the members of the merging domestic LLCs on 08/07/2013 in accordance with Section 608.4381 & Chapter 608, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by the members of the surviving LLC on 08/07/2013 in accordance with applicable law.

ARTICLE 5

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 6.

The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

ARTICLE 7

The Certificate of Merger complies with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by BODY GEAR MIAMI LLC, ACCES IMMOBILIER MIAMI LLC, and MAESTRONI LLC this ____ day of July, 2013.

Signed,

Maestroni LLC

DocuSigned by:
Gerald Maestroni

EB44A1856F83488...

By: Gerald Maestroni, Managing Member

DocuSigned by:

Sandrine Maestroni

6982F578F45C411...

By: Sandrine Maestroni, Managing Member

Acces Immobilier Miami LLC

DocuSigned by:

Gerald Maestroni

EB44A1856F83488...

By: Gerald Maestroni, Managing Member of
Body Gear of Miami LLC, Managing
Member of Acces Immobilier Miami LLC

DocuSigned by:

Sandrine Maestroni

6982F578F45C411...

By: Sandrine Maestroni, Managing Member
of Body Gear of Miami LLC, Managing
Member of Acces Immobilier Miami LLC

Body Gear of Miami LLC

DocuSigned by:

Gerald Maestroni

EB44A1856F83488...

By: Gerald Maestroni, Managing Member of
Body Gear of Miami LLC

DocuSigned by:

Sandrine Maestroni

6982F578F45C411...

By: Sandrine Maestroni, Managing Member
of Body Gear of Miami LLC

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.438 is being submitted.

1. The merging LLCs' name and jurisdiction are listed below:

#1 Name and Street Address:
Acces Immobilier Miami LLC
3101 Indian Creek – Suite 205
Miami Beach, FL 33140

Jurisdiction: Florida
Entity Type: LLC
Florida Document Number: L11000013287

#2 Name and Street Address:
Body Gear of Miami LLC
3101 Indian Creek – Suite 205
Miami Beach, FL 33140

Jurisdiction: Florida
Entity Type: LLC
Florida Document Number: L12000111821

2. The surviving LLC's name and jurisdiction are listed below:

Name and Street Address:
Maestroni LLC
927 Lincoln Rd – Suite 200
Miami Beach, FL 33139

Jurisdiction: Florida
Entity Type: LLC
Florida Document Number: L13000104752

3. The terms and conditions of the merger are as follows:

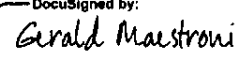
Each merging LLC shall be merged into the surviving LLC, and the effect of such merger shall be as stated in Section 608.4383, Florida Statutes. The merging LLCs shall be merged with and into the surviving LLC, the separate and corporate existence of the merging LLCs shall cease,

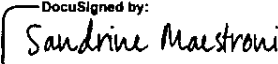
and the surviving LLC shall continue its existence under the laws of its state of organization under its present name. The surviving LLC shall possess and retain every interest of the merging LLCs in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging LLCs shall be vested in the surviving LLC without further act or deed. The title/interest in all real estate vested in the merging LLC shall become vested in the surviving LLC without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging LLCs shall be vested in the surviving LLC without further act or deed. The surviving LLC shall be liable for all of the obligations of the merging LLCs existing effective as of the date the Certificate of Merger is filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding membership interests and options to acquire membership interests of the merging LLCs shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding membership interests and options to acquire membership interests of the surviving LLC shall remain outstanding.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed by BODY GEAR MIAMI LLC, ACCES IMMOBILIER MIAMI LLC, and MAESTRONI LLC this ____ day of July, 2013.

Signed,

Maestroni LLC

DocuSigned by:

8/6/2013
57E9C7D5CE3F4D1
By: Gerald Maestroni, Managing Member

DocuSigned by:

8/6/2013
8982F578F45C411...
By: Sandrine Maestroni, Managing Member

Acces Immobilier Miami LLC

DocuSigned by:
Gerald Maestroni 8/6/2013
57E9C7D5CF3F4D1...

By: Gerald Maestroni, Managing Member of
Body Gear of Miami LLC, Managing
Member of Acces Immobilier Miami LLC

DocuSigned by:
Sandrine Maestroni 8/6/2013
6082F578F45C411...

By: Sandrine Maestroni, Managing Member
of Body Gear of Miami LLC, Managing
Member of Acces Immobilier Miami LLC

Body Gear of Miami LLC

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57E9C7D5CF3F4D1...

By: Gerald Maestroni, Managing Member of
Body Gear of Miami LLC

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By: Sandrine Maestroni, Managing Member
of Body Gear of Miami LLC