

# C14000077984

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : NRAI SERVICES, LLC  
Account Number : 120080000104  
Phone : (302)674-4089  
Fax Number : (302)674-5266

*Resubmission*

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
2D REAL ESTATE INVESTMENTS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	<del>\$68.75</del>

*\$90.00*

2023 JAN 30 AM 8:16

2023 JAN 27 AM 7:55

**FILED**

*al*  
*1-27-23*



Resubmission

January 24, 2023

FLORIDA DEPARTMENT OF STATE

Division of Corporations

2D REAL ESTATE INVESTMENTS, LLC  
200 S. BISCAYNE BLVD., STE 2500  
MIAMI, FL 33131

SUBJECT: 2D REAL ESTATE INVESTMENTS, LLC  
REF: L14000077984

Corrected - 2023  
FL AIR filed

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Florida Statute 605.0212 (8) and or 607.1622 require that the current year annual report has to be filed before the merger can be filed.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tammi Cline  
Regulatory Specialist II Supervisor

FAX Aud. #: H23000028027

Letter Number: 423A00001648

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FL

2023 JAN 27 AM 7:55

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
RS Holding Asset and Participations Ltd.	British Virgin Islands	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>
2D REAL ESTATE INVESTMENTS,LLC	FL, USA	LLC

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FL

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**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Name of Entity/Organization:

2D REAL ESTATE INVESTMENTS, LLC

Signature(s):

Typed or Printed  
Name of Individual

Sergio Rhein Schirato

RS Holding Asset and Participations Ltd.

Sergio Rhein Schirato

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 an authorized person

**Fees:** 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

**Certified Copy (optional):**

\$30.00

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