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DIVISION OF CORPORATE AFFAIRS

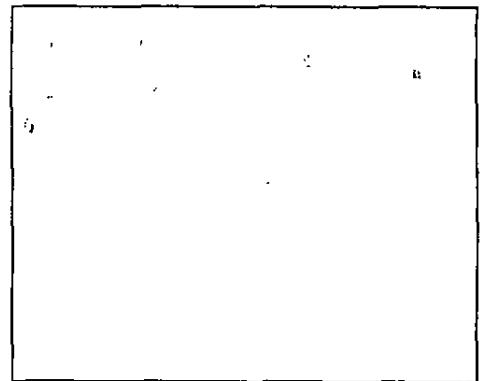
LLC
Merger

2/6/15

DC

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15 FEB -3 AM 8:21
ALABAMA SECRETARY OF REVENUE

FLORIDA RESEARCH & FILING SERVICES, INC.
● 1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

MAXATLANTIC LLC

CK# 6791 FOR \$50.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 4, 2015

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: MAXATLANTIC, LLC
Ref. Number: L14000155018

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THIS DOCUMENT CAN NOT BE FILED ON A DATE PRIOR TO THE DATE THE 2015 ANNUAL REPORT WAS FILED WITH THIS OFFICE.

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.

Darlene Connell
Regulatory Specialist III

Letter Number: 915A00002267

RE-SUBMITTING
W/ CORRECTIONS
PLEASE NOTE
EFFECTIVE DATE
2/3/15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2015

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: MAXATLANTIC, LLC
Ref. Number: L14000155018

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(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.

Darlene Connell
Regulatory Specialist III

Letter Number: 115A00002050

RECEIVED
15 FEB -3 PM 3:50
DIVISION OF CORPORATIONS
* RESUBMITTING
W/ CORRECTIONS
PLEASE NOTE ORIGINAL
SUBMISSION DATE
1/29/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MAXATLANTIC, 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:

Oscar I. Alfonso

Contact Person

Law Offices of Oscar I. Alfonso, Esq.

Firm/Company

1000 Brickell Avenue, Suite 410

Address

Miami, Florida 33131

City, State and Zip Code

oscar@oialaw.com

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

For further information concerning this matter, please call:

Adria M. Rodriguez

at (305) 376-0700

Name of Contact Person

Area Code

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

**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>
Cohabi Trading, LLC	Florida	LLC
Maxatlantic, LLC	Florida	LLC

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>
Maxatlantic, LLC	Florida	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).

FILED
15 FEB -3 AM 8:21
CLERK OF CIRCUIT
J. LAMBERTSON

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:

February 3, 2015

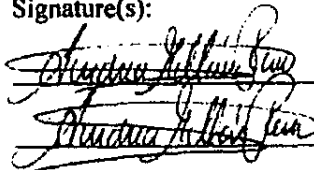
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Cohabi Trading, LLC

Maxatlantic, LLC

Signature(s):



Typed or Printed
Name of Individual:

Andrea M. Millan

Andrea M. Millan

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

The following plan of merger (the "Plan of Merger") is submitted in compliance with Title 36, Sections 605.1021-1026 of the Florida Business Limited Liability Company Act (the "Act").

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>
Cohabi Trading, LLC	Florida	LLC
Maxatlantic, LLC	Florida	LLC

Second: The exact name, form/entity type, and jurisdiction for the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Maxatlantic, LLC	Florida	LLC

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

1. The constituent entities, Cohabi Trading, LLC, a Florida limited liability company (the "Merging Company") and Maxatlantic, LLC, a Florida limited liability company (the "Surviving Company") shall, pursuant to the applicable provisions of the Act, be merged with and into a single entity, the Surviving Company. As of February 3, 2015 (the "Effective Date"), the Surviving Company shall continue to exist under its present name and the separate existence of the Merging Company shall cease in accordance with the provisions of the Act.

2. The surviving company exists before the merger, and the Articles of Organization of the Surviving Company upon the Effective Date of the merger shall be the Articles of Organization of the Surviving Company before the merger, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

3. Upon the Effective Date, the Surviving Company shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Surviving Company and the Merging Company, and all obligations belonging to or due to each of the Surviving Company and the Merging Company, all of which shall be vested in the Surviving Company without further act or deed. The Surviving Company shall be liable for all of the obligations of the Surviving Company and the Merging Company; any claim existing, or action or proceeding pending, by or against the Surviving Company and the Merging Company, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the Surviving

Company may be substituted in its place; and all the rights of creditors of each of the Surviving Company and the Merging Company shall be preserved unimpaired.

4. The Sole Member of the Surviving Company and the Sole Member of the Merging Company are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in the Act.

5. The Plan of Merger herein made and adopted shall be submitted to the Sole Member of the Surviving Company and to the Sole Member of the Merging Company for its adoption or rejection in the manner prescribed by the provisions of the Act, and the merger of the Merging Company with and into the Surviving Company shall be authorized in the manner prescribed by Sections 605.1021-1026 of the Act.

6. In the event that this Plan of Merger shall have been adopted by the Sole Member of the Surviving Company and the Sole Member of the Merging Company in the manner prescribed by the provisions of the Act, and in the event that the merger of the Merging Company with and into the Surviving Company shall have been duly authorized in compliance with the Act, the Merging Company and the Surviving Company hereby stipulate that they shall cause to be executed and filed and/or recorded any documents or documents prescribed by the laws of the State of Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending this Plan of Merger.

7. The Manager or any other officer of the Surviving Company and the Manager or any other officer of the Merging Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

Fourth: The merger is permitted by the laws of Florida, under which the Merging Company and the Surviving Company are formed, and the Merging Company and the Surviving Company comply with such laws in effecting the merger.

Fifth: Date of Registration of Articles of Organization. The Articles of Organization of the Merging Company were filed with the Department of State of the State of Florida on the 24th day of June, 2004. The Articles of Organization of the Surviving Company were filed with the Department of State of the State of Florida on the 3rd day of October, 2014.

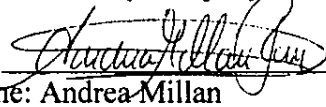
Sixth: Manner in which the Plan of Merger was authorized. This Plan of Merger was approved, ratified, and consented by written consent of Sole Member of the Merging Company on the 27th day of January, 2015, and by written consent of the Sole Member of the Surviving Company on the 27th day of January, 2015.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, each of the undersigned entities has caused this Plan of Merger to be signed in their names by their duly authorized officers as of this 27th day of January, 2015.

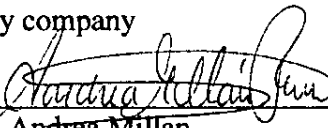
MERGING LIMITED LIABILITY COMPANY:

COHABI TRADING, LLC a Florida limited liability company

By: 
Name: Andrea Millan
Title: Manager

SURVIVING LIMITED LIABILITY COMPANY:

MAXATLANTIC, LLC a Florida limited liability company

By: 
Name: Andrea Millan
Title: Manager