

7/22/2020

Division of Corporations

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

34 Plaza LLC

Certificate of Status	0
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Page Count	06
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Merger

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**ARTICLES OF MERGER OF A DOMESTIC LIMITED LIABILITY COMPANY INTO
A DOMESTIC LIMITED LIABILITY COMPANY**

The following Articles of Merger are submitted to merge the following limited liability companies in accordance with Section 605.1025, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging entity is as follows:

Name: 32 Plaza LLC
Address: 425 NE 22nd St., Ste. 301
Miami, FL 33137
Entity Type: a Florida limited liability company
FL Document No.: L18000183246

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

Name: 34 Plaza LLC
Address: 425 NE 22nd St., Ste. 301
Miami, FL 33137
Entity Type: a Florida limited liability company
FL Document No.: L18000184959

THIRD: Attached as Exhibit "A" is the Plan of Merger. The Plan of Merger was approved by the merging entity in accordance with Sections 605.1021-605.1026, Florida Statutes; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

FOURTH: The surviving entity has agreed to pay any member of the merging entity or the surviving entity with appraisal rights the amount to which such member is entitled under Section 605.1006, Florida Statutes, and Sections 605.1061-605.1072, Florida Statutes, or such rights have been waived in accordance with the Florida Revised Limited Liability Company Act.

SIXTH: The merger shall become effective immediately upon filing of these Articles of Merger with the Florida Department of State.


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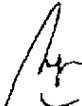
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IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of the 1st day of July, 2020.

32 Plaza LLC

By: 
Martin Ferreira de Melo, Manager

34 Plaza LLC

By: 
Martin Ferreira de Melo, Manager

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EXHIBIT "A"

PLAN OF MERGER

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EXHIBIT "A"**PLAN OF MERGER**

This Plan of Merger (this "Plan of Merger"), dated as of July 1, 2020, is entered into by and between 32 Plaza LLC, a Florida limited liability company (the "Merging Entity"), and 34 Plaza LLC, a Florida limited liability company (the "Surviving Entity"), in accordance with the provisions of Sections 605.1021-605.1026, Florida Statutes.

WITNESSETH:

WHEREAS, the members and the managers of the Merging Entity and the members and the managers of the Surviving Entity have determined that it would be in the best interests of each such company, for the Merging Entity to merge with and into the Surviving Entity.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merging Entity shall merge with and into the Surviving Entity (the "Merger") in accordance with the terms and conditions of this Plan of Merger and Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act. The Surviving Entity shall be the surviving limited liability company.

2. Effective Date. The Merger shall become effective on the date (the "Effective Date") stated in the Articles of Merger (as defined below).

3. Effect of Merger. On the Effective Date: (a) the Merging Entity and the Surviving Entity shall become a single limited liability company, and the separate limited liability company existence of the Merging Entity shall cease; (b) the Surviving Entity shall succeed to and possess all of the rights, privileges, powers and immunities of the Merging Entity which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Entity, of every type and description wherever located, shall vest in the Surviving Entity without further act or deed; (c) all rights of creditors and all liens upon any property of the Merging Entity and Surviving Entity shall remain unimpaired; and (d) the Surviving Entity shall assume the obligations of the Merging Entity.

4. Articles of Organization, Operating Agreement, and Managers of Surviving Entity. On the Effective Date: (a) the articles of organization of the Surviving Entity shall remain and continue as the articles of organization of the Surviving Entity until amended in the manner provided by law; (b) the operating agreement of the Surviving Entity shall remain and continue as the operating agreement of the Surviving Entity until amended in the manner provided by law; and (c) the managers of the Surviving Entity shall be as follows:

Martin Ferreira de Melo

Carlos Ferreira de Melo

Jose Luis Ferreira de Melo

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5. Conversion of Interests. On the Effective Date, (a) all of the issued and outstanding membership interests in the Merging Entity and any rights to acquire membership interests or other securities or obligations of the Merging Entity shall be cancelled, without any action on the part of the holders thereof, and no membership interests in the Surviving Entity or cash or other property will be issued in exchange therefor or in respect thereof; and (b) all of the membership interests in the Surviving Entity issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding, and the members of the Surviving Entity immediately prior to the Effective Date shall continue to own the same number and type of membership interests in the Surviving Entity.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate managers of the Surviving Entity or the Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Filing with the Florida Secretary of State. The Surviving Entity and the Merging Entity shall cause their respective managers to execute Articles of Merger (the "Articles of Merger") for filing with the Department of State of the State of Florida.

8. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document. Fax or electronic signatures on this document shall have the same force and effect as original signatures.

[Signature page follows]


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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

THE MERGING ENTITY:


32 PLAZA LLC

By: 
Martin Ferreira de Melo, Manager

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THE SURVIVING ENTITY:

34 PLAZA LLC

By: 
Martin Ferreira de Melo, Manager

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