

L94586

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MERGER OR SHARE EXCHANGE
GROUPE PACIFIC MANAGEMENT, INC.

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Page Count	07
Estimated Charge	\$182.50

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ARTICLES OF MERGER

OF

Pacific International Construction, Inc., a Florida corporation
Pacific International Marketing, Inc., a Florida corporation
Pacific International South Beach, Inc., a Florida corporation
Executive Title, L.L.C., a Florida limited liability company —

AND

Groupe Pacific Management, Inc., a Florida corporation

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), Pacific International Construction, Inc., a Florida corporation listed as document number K42044, Pacific International Marketing, Inc., a Florida corporation listed as document number K50648, Pacific International South Beach, Inc., a Florida corporation listed as document number P93000028542, and Executive Title, L.L.C., a Florida limited liability company listed as document number L00000014433 (each a "Merging Entity" and collectively, the "Merging Entities"), and Groupe Pacific Management, Inc., a Florida corporation listed as document number L94586 (the "Surviving Corporation"), adopted on the 18 day of March, 2010, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA and the Act and hereby certify as follows:

FIRST: The name of the Merging Entities are Pacific International Construction, Inc., Pacific International Marketing, Inc., Pacific International South Beach, Inc., and Executive Title, L.L.C. The name of the Surviving Corporation is Groupe Pacific Management, Inc.

SECOND: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 and 607.1109 of the FBCA, and Section 608.4381 and 608.4382 of the Act, providing for the merger of each Merging Entity with and into the Surviving Corporation, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

THIRD: The Plan of Merger was adopted by the Joint Resolutions of the Board of Directors and/or Manager and Shareholders/Sole Member of each of the Merging Entities and the Surviving Corporation on March 18, 2010.



FOURTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation, By-laws, and/or Operating Agreement of the Merging Entities or by the Articles of Incorporation or Bylaws of the Surviving Corporation.

FIFTH: In accordance with Section 608.4382 of the Act, the Surviving Corporation has agreed to pay to any members with appraisal rights the amount to which such member is entitled under Subsections 608.4351-608.43595 of the Act.

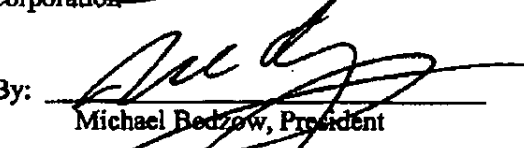
SIXTH: The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 18 day of March, 2010.

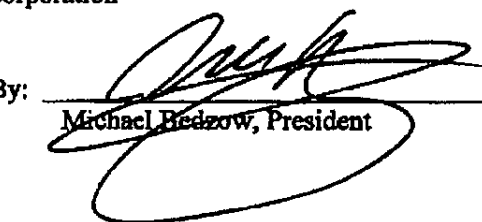
Pacific International Construction, Inc., a Florida corporation

By: 
Michael Bedzow, President

Pacific International Marketing, Inc., a Florida corporation

By: 
Michael Bedzow, President

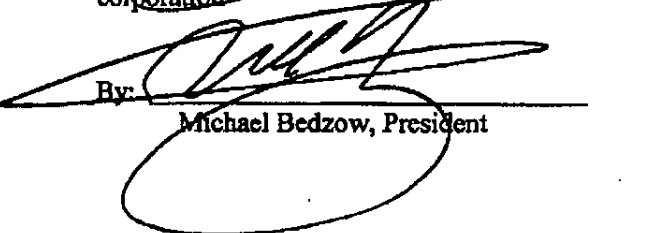
Pacific International South Beach, Inc., a Florida corporation

By: 
Michael Bedzow, President

Executive Title, L.L.C., a Florida limited liability company

By: 
Michael Bedzow, Manager

Groupe Pacific Management, Inc., a Florida corporation

By: 
Michael Bedzow, President

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and among Pacific International Construction, Inc., Inc., a Florida corporation ("PIC"), Pacific International Marketing, Inc., a Florida corporation ("PIM"), Pacific International South Beach, Inc., a Florida corporation ("PISB"), Executive Title, L.L.C., a Florida limited liability company ("ET"); each of PIC, PIM, PISB and ET a "Merging Entity" and collectively referred to as the "Merging Entities", and Groupe Pacific Management, Inc., a Florida corporation (the "Surviving Corporation"), for the purpose of merging the Merging Entities with and into the Surviving Corporation (the "Merger").

NOW, THEREFORE, each of the Merging Entities and the Surviving Corporation hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Section 608.438 of the Florida Limited Liability Company act (the "Act"), and upon the terms and subject to the conditions set forth herein.


1. Merger. At the Effective Date (as defined herein) of the Merger, each of the Merging Entities shall be merged with and into Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the Merger and the separate corporate existence of each Merging Entity shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and the Act (the "Effective Date"). The Merger was approved by each Merging Entity and the Surviving Corporation in accordance with Chapters 607 and 608, Florida Statutes and all shareholders or members, as the case may be, of the Merging Entities and the Surviving Corporation have consented to the Merger.

2. Governing Documents.

a. The Articles of Incorporation of the Surviving Corporation (the "Articles of Incorporation"), as in effect immediately prior to the Effective Date shall constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall constitute the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers. The persons who are officers of the Surviving Corporation immediately prior to the Effective Date shall continue to be officers of the Surviving Corporation.



4. Name. The names of the Merging Entities are Pacific International Construction, Inc., Pacific International Marketing, Inc., Pacific International South Beach, Inc. and Executive Title, L.L.C. The name of the Surviving Corporation is Groupe Pacific Management, Inc.

5. Succession. At the Effective Date, the separate corporation existence of each Merging Entity shall cease, and the Surviving Corporation shall possess all the assets, rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of each of the Merging Entities, and all property, real, personal and mixed, and all debts due to each of the Merging Entities on whatever account and all other things in action, shall be vested in the Surviving Corporation.

6. Conversion of Shares and Equity Interests; Capitalization of Surviving Corporation; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

a. All shares of the Surviving Corporation outstanding and owned by shareholders of the Surviving Corporation immediately prior to the Effective Date shall continue to remain outstanding and owned by such shareholders in the same manner as owned immediately prior to the Effective Date.

b. At the Effective Date, each share of Pacific International Construction, Inc., Pacific International Marketing, Inc., and Pacific International South Beach, Inc. owned by shareholder(s) of Pacific International Construction, Inc., Pacific International Marketing, Inc. and Pacific International South Beach, Inc., respectively, immediately prior to the Effective Date shall be cancelled and extinguished. At the Effective Date, each membership interest in Executive Title, L.L.C. owned by a member of Executive Title, L.L.C. immediately prior to the Effective Date shall be cancelled and extinguished.

c. Pursuant to Sections 607.1301 through 607.1333 of the FBCA, there are no dissenting shareholders of any of the Merging Entities or dissenting shareholders of Surviving Corporation because all of the shareholders of Merging Entities and all of the shareholders of Surviving Corporation have consented to this Plan and Agreement. All notice requirements set forth in Section 608.4381 of the Act have been properly waived or satisfied.

7. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

8. Further Assurances. If at any time Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Corporation the title to any property or rights of any Merging Entity or to otherwise carry out the provisions hereof, the proper officers, directors

and/or manager, as the case may be, of the Merging Entity, as of the Effective Date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Corporation and to otherwise carry out the provisions hereof.

9. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

10. Approval of the Shareholders/Sole Member and the Board of Directors/Manager of each Merging Entity and the Surviving Corporation. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, the Board of Directors/Manager and all of the shareholders/sole member, as the case may be, of Merging Entity and by the Board of Directors and all of the shareholders of Surviving Corporation.

11. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Corporation.

12. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

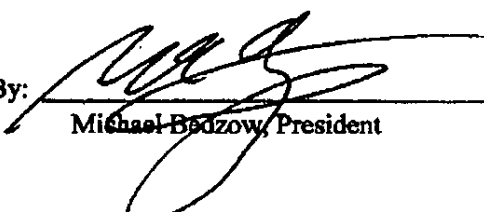
13. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

14. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

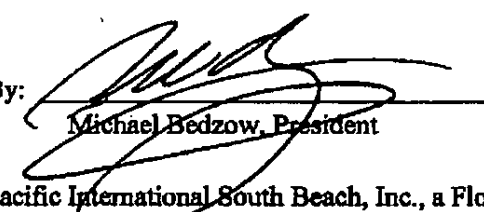
15. Counterparts. This Plan and Agreement may be executed in one or more counterparts, including facsimile or electronically transmitted counterparts, each which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives as of March 18, 2010.

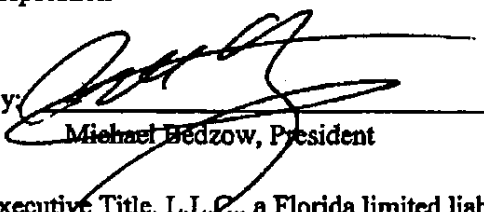
Pacific International Construction, Inc., a Florida corporation

By: 
Michael Bedzow, President

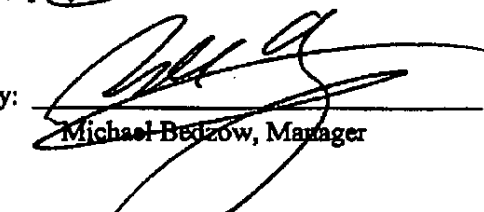
Pacific International Marketing, Inc., a Florida corporation

By: 
Michael Bedzow, President

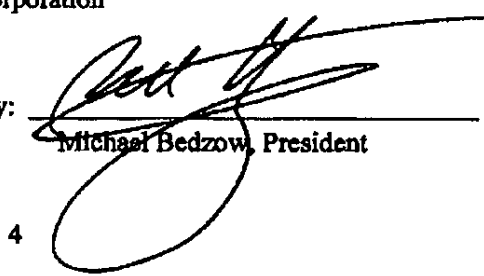
Pacific International South Beach, Inc., a Florida corporation

By: 
Michael Bedzow, President

Executive Title, L.L.C., a Florida limited liability company

By: 
Michael Bedzow, Manager

Groupe Pacific Management, Inc., a Florida corporation

By: 
Michael Bedzow, President

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