

03/03/2008 10:36 3054767102

RASCO REININGER

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.
Account Number : 104076000124
Phone : (305) 476-7100
Fax Number : (305) 476-7102

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MERGER OR SHARE EXCHANGE

GCF INVESTMENTS INC.

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RASCO REININGER

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3/3/2008 9:54

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Florida Dept of State



March 3, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GCF INVESTMENTS, INC.
2000 BAYSHORE DR, 38
MIAMI, FL 33133

SUBJECT: GCF INVESTMENTS, INC.
REF: M25858

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

PLEASE CORRECT THE MERGING CORPORATE NAME TO READ: GIORGIO DEVELOPMENT, INC.

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) 245-6906.

Darlene Connell
Regulatory Specialist.II

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3054767102

2/29/2008 4:50 , PAGE 001/001 Florida Dept of State

RASCO REININGER

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February 29, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GCF INVESTMENTS, INC.
2000 BAYSHORE DR, 38
MIAMI, FL 33133

SUBJECT: GCF INVESTMENTS, INC. (surviving corp.) and GIORGIO
DEVELOPMENT, INC. (merging corp.)
REF: M25858

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000053331
Letter Number: 508A00012877

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TALLAHASSEE, FLORIDA

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Audit # R08000053331 3

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GCF Investments, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JORGE M. VIGIL, ESQ.

(Contact Person)

RASCO REININGER PEREZ ESQUENAZI & VIGIL P.L.

(Firm/Company)

283 CATALONIA AVE. 2ND FLOOR

(Address)

CORAL GABLES, FLORIDA 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

JORGÉ M. VIGIL

(Name of Contact Person)

At (305) 476-7086

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GCF INVESTMENTS, INC.	FLORIDA	M25858

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GIORGIO DEVELOPMENT, INC.	FLORIDA	M37734
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on FEBRUARY 20, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on FEBRUARY 20, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

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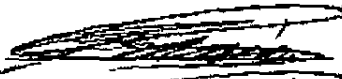
(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
----------------------------	--------------------------------------------	--------------------------------------------------------

GIORGIO DEVELOPMENT, INC.RUBEN E. GARCIA, PRESIDENTGCF INVESTMENTS, INC.RUBEN E. GARCIA, PRESIDENT

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

GCF INVESTMENTS, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

GIORGIO DEVELOPMENT, INC.

FLORIDA

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

GIORGIO DEVELOPMENT INC., a Florida corporation ("Giorgio") shall merge with and into GCF INVESTMENTS INC., a Florida corporation ("GCF"). Giorgio and GCF are both owned by the same shareholders. The merger will effect a consolidation of two affiliated companies. The Articles of Incorporation of GCF, the surviving entity, as in effect immediately prior to the effective date of the merger shall remain the Articles of Incorporation of GCF. The officers and directors of GCF, the surviving entity, immediately prior to the effective date of the merger, shall remain the officers and directors of GCF. Upon consummation of the merger, GCF shall succeed without other transfer, to all the rights and property of Giorgio and shall be subject to all the debts, liabilities, and obligations of Giorgio, in the same manner as if incurred by GCF. Furthermore, all rights of creditors and all liens and trust obligations upon property of Giorgio shall be limited to the property affected thereby immediately prior to the time the merger is effective.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share or interest in Giorgio shall be converted into a share or interest in GCF. Each share in GCF shall remain a share in GCF.

(Attach additional sheets if necessary)

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