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EFFECTIVE DATE

~~06/30/12~~

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2012 JUN 20 P 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THERREL BAISDEN, P.A.

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CATCHINGS THERREL (1890 - 1971)
FRED R. BAISDEN (1903 - 1971)
LEO ROSE, JR. (1917 - 1998)
FRED R. STANTON (1924-2009)

June 19, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: AIB Insurance Consultants, Inc./Bentrust Financial, Inc.
Our File No.: 208292

Dear Sir/Madam:

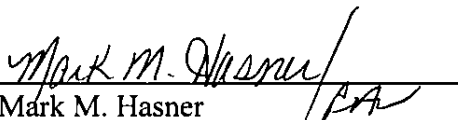
Enclosed herein are original Articles of Merger together with the Plan of Merger for the above named corporations. A check in the amount \$70.00 is also enclosed for the filing fees (\$35.00 per party).

Please return all correspondence concerning this matter to the undersigned at the above address. Thank you.

Very truly yours,

THERREL BAISDEN, P.A.

By:


Mark M. Hasner

MMH:rav
Enclosures

cc: Francisco J. Carreras (via email)

W:\Bentrust\Merger\Ltr.FL Dept. of State.Filing of Articles & Plan of Merger.wpd

ARTICLES OF MERGER

EFFECTIVE DATE
6/20/12

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The undersigned corporations, AIB INSURANCE CONSULTANTS, INC., being validly and legally formed under the laws of the State of Florida, and BENTRUST FINANCIAL, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is BENTRUST FINANCIAL, INC. (Document Number P00000048793) and it is to be governed by the laws of the State of Florida and the principal office of the surviving corporation shall be 701 Waterford Way, Suite 300, Miami, Florida 33126.

3. The name of the merging corporation is AIB INSURANCE CONSULTANTS, INC. (Document Number P06000116128) and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of June 30, 2012.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of AIB INSURANCE CONSULTANTS, INC., a Florida corporation on the 18th day of June, 2012.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of BENTRUST FINANCIAL, INC., a Florida corporation on the 18th day of June, 2012.

2012 JUN 20 P 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:


<u>Name of Voted Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
AIB INSURANCE CONSULTANTS, INC., a Florida corporation	100	100	0
BENTRUST FINANCIAL, INC., a Florida corporation	1,000	1,000	0

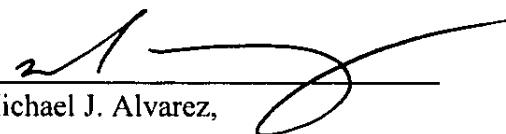
9. The Plan of Merger calls for cancellation of the issued shares of AIB INSURANCE CONSULTANTS, INC., a Florida corporation, and the issuance of shares of BENTRUST FINANCIAL, INC. which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto.


**AIB INSURANCE CONSULTANTS, INC.,
a Florida corporation**

By: 
Michael J. Alvarez, President

**BENTRUST FINANCIAL, INC.,
a Florida corporation**

By: 
Francisco J. Carreras, President

Attest: 
Michael J. Alvarez,
Secretary

Attest: 
Francisco J. Carreras,
Secretary

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

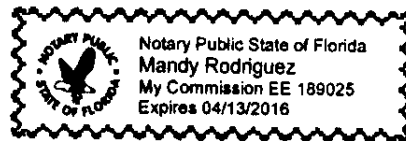
PERSONALLY, appeared before me, the undersigned authority, MICHAEL J. ALVAREZ, who acknowledged to and before me that he is President of AIB INSURANCE CONSULTANTS, INC., a Florida corporation and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced Driver's License as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of June, 2012.

My Commission Expires:



Notary Public




**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

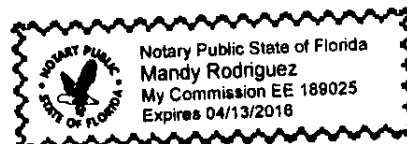
PERSONALLY, appeared before me, the undersigned authority, FRANCISCO J. CARRERAS, who acknowledged to and before me that he is President of BENTRUST FINANCIAL, INC., a Florida corporation and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced Driver's License as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of June, 2012.

My Commission Expires:



Notary Public



PLAN OF MERGER

THIS AGREEMENT, made and entered into this 18th day of June, 2012 by and between **AIB INSURANCE CONSULTANTS, INC.**, a Florida corporation and **BENTRUST FINANCIAL, INC.**, a Florida corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations". The Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes.

RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that **AIB INSURANCE CONSULTANTS, INC.**, a Florida corporation hereinafter also referred to as the "Merging Corporation," be merged into **BENTRUST FINANCIAL, INC.**, a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Merging Corporation is duly organized and existing under the laws of the State of Florida, having been incorporated on the September 7, 2006, has an authorized capital stock consisting of One Hundred (100) shares of no par value, of which there are now issued and outstanding One Hundred (100) shares of said stock.

C. **BENTRUST FINANCIAL, INC.**, a Florida corporation having been incorporated on May 17, 2000, has an authorized capital stock consisting of Ten Thousand (10,000) shares of \$1.00 par value, of which there are now issued and outstanding Ten Thousand (10,000) shares of said stock.

D. The Constituent Corporations desire for the merger to qualify as a tax-free statutory merger pursuant to Internal Revenue Code Section 368(a)(1)(A).

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. **Recitals.**

The above recitals are true and correct and incorporated herein.

2. **Agreement of Merger.**

A. It is hereby agreed that the Merging Corporation shall merge into the Surviving Corporation. The Articles of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either Constituent Corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. **Principal Office of Surviving Corporation.**

The principal office of the Surviving Corporation, shall remain at 701 Waterford Way, Suite 300, Miami, Florida 33126.

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, Ten Thousand (10,000) shares of \$1.00 par value common stock.

5. **Officers and Directors of Surviving Corporation.**

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be as follows:

Francisco J. Carreras - Director, President, Treasurer, Secretary
Vicente Castro - Director, Vice President
Luis Quinones - Director, Vice President
Michael J. Alvarez - Director, Vice President

and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. Registered Agent of Surviving Corporation.

The Registered Agent of the Surviving Corporation shall be as follows:

Francisco J. Carreras
701 Waterford Way, Suite 300
Miami, Florida 33126

7. Conveyance of Assets; Assumption of Liabilities.

A. The Merging Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Merging Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Merging Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Merging Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of no par value common stock of AIB INSURANCE CONSULTANTS, INC., a Florida corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, shall be completely canceled. The Surviving Corporation has issued and outstanding Ten Thousand (10,000) shares of \$1.00 par value common stock. The shares of capital stock of the Surviving Corporation pursuant to this merger shall be cancelled and reissued to the existing shareholders of the Constituent Corporations as set forth below.

B. After the effective date of the merger, each holder of certificates for shares of common stock in the Merging Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of each share of common stock, the Surviving Corporation shall issue in exchange therefor ten (10) shares of common stock in the Surviving Corporation.

C. After the effective date of the merger, each holder of certificates for shares of common stock in the Surviving Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of each share of common stock, the Surviving Corporation shall issue and exchange therefore Nine-Tenths (.9) shares of common stock in the Surviving Corporation.

D. Holders of certificates of common stock of the Merging Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

10. Abandonment of Merger.

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Merging Corporation at any time prior to the effective date.

11. Effective Date of Merger.

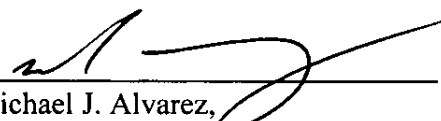
A. This Merger shall become effective as of June 30, 2012

B. Upon the merger becoming effective, the separate existence of the Merging Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, property and assets of every kind and description of the Merging Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.


IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.


**AIB INSURANCE CONSULTANTS,
INC., a Florida corporation**

By: 
Michael J. Alvarez, President

Attest: 
Michael J. Alvarez,
Secretary

**BENTRUST FINANCIAL, INC., a Florida
corporation**

By: 
Francisco J. Carreras, President

Attest: 
Francisco J. Carreras,
Secretary


**CERTIFICATE OF
BENTRUST FINANCIAL, INC.**

The undersigned, as Secretary and President, respectively, of BENTRUST FINANCIAL, INC., a Florida corporation, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 18th day of June, 2012 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 18th day of June, 2012.

BENTRUST FINANCIAL, INC., a Florida corporation

By: 
Francisco J. Carreras, President

Attest: 
Francisco J. Carreras
Secretary

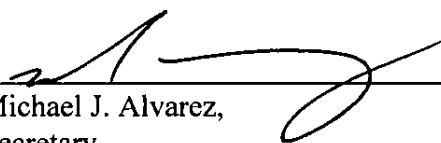
**CERTIFICATE OF
AIB INSURANCE CONSULTANTS, INC.**

The undersigned, as Secretary and President, respectively, of AIB INSURANCE CONSULTANTS, INC., a Florida corporation, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 18th day of June, 2012 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 18th day of June, 2012.

AIB INSURANCE CONSULTANTS, INC.,
a Florida corporation

By: 
Michael J. Alvarez, President

Attest: 
Michael J. Alvarez,
Secretary