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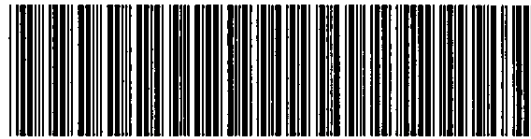
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2007 JAN 23 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** 429 Hibiscus Corp.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Pablo R. Bared

(Contact Person)

Bared & Associates, P.A.

(Firm/Company)

1500 San Remo Avenue, Suite 248

(Address)

Coral Gables, Florida 33146

(City/State and Zip Code)

For further information concerning this matter, please call:

Pablo R. Bared

(Name of Contact Person)

At (305 ) 666-6010, extnsion 18

(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

**ARTICLES OF MERGER, AGREEMENT OF MERGER  
AND PLAN OF MERGER**

**MERGER OF ORILLA BLANCA ESTATES, INC., INTO 429 HIBISCUS CORP.**

THIS AGREEMENT is made and entered into on this 10<sup>th</sup> day of January 2007, by and between ORILLA BLANCA ESTATES, INC., a British Virgin Islands Corporation, and 429 HIBISCUS CORP., a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that ORILLA BLANCA ESTATES, INC., be merged into 429 HIBISCUS CORP., "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree to merge upon the terms and conditions below state.

**AGREEMENT TO MERGE**

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

**NAME OF MERGED CORPORATION**

2. The name of the surviving corporation shall be 429 HIBISCUS CORP.

**POST OFFICE ADDRESS OF SURVIVING CORPORATION**

3. Post Office address of the surviving corporation is to be c/o 1500 San Remo Avenue, Suite 248, Coral Gables, Florida 33146.

**PURPOSES OF SURVIVING CORPORATION**

4. The purposes of the surviving corporation are to engage in any lawful business, act or activity for which corporations may be formed under the laws of the State of Florida.

**AUTHORIZE SHARE OF SURVIVING CORPORATION**

5. The present number of shares which the disappearing corporation is authorized to issue is 50,000 shares \$1.00 par value of which 50,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 100 shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 100 shares of common stock having \$1.00 par value.

**FIRST DIRECTORS**

6. The present Directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

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**NAME AND RESIDENCE OF AGENT OF CORPORATION**

7. Law Offices of Bared & Associates, P.A., Coral Gables, Florida, shall be and is hereby appointed as personal service corporation upon whom service, process, tax notices and demands against 429 HIBISCUS CORP., or heir of the said Constituent Corporations may be served.

**MODE OF EFFECTING MERGER**

8. The mode of caring said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows;

9. Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation on January 10, 2007, being the effective date of this agreement, and upon surrender to the corporation of the respective certificate for outstanding shares of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non-assessable common shares of the surviving corporation, in the ratio of 1 share of the surviving corporation for each 5000 shares of the disappearing corporation, being a total issue of shares of the surviving corporation for the entire number of now issued and outstanding shares of the disappearing corporations; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one half (1/2) and if such fractional share shall be one half (1/2) or more, such holder shall be entitled to one (1) hold share in lieu of such fractional share.

**REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATIONS:**

**PULLING OF INTEREST**

10. The assets of disappearing corporation shall be reported in the accounts of the surviving corporation at the book value as of the effective date. The aggregate stated capital surplus, and earn surplus of the Constituent Corporation shall be, respectively, the stated capital, capital surplus, and earn surplus of the surviving corporation. The articles or certificate of incorporation of 429 HIBISCUS CORP., are attached hereto and made part hereof as Exhibit "A".

11. The articles of certificate of incorporation of 429 HIBISCUS CORP., the surviving corporation, as herein amended shall continue to be the articles of incorporation of the surviving corporation until amended as provided by law.

12. The bylaws of the Corporation of 429 HIBISCUS CORP shall be the bylaws of the surviving corporation.

**RIGHT OF CORPORATION TO REPURCHASE ITS SHARES**

13. The surviving corporation through its Board of Directors, shall have the right empower to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desire to sell such shares to the corporation.

**EFFECTIVE DATE OF AGREEMENT**

14. This agreement shall become effective on January 10, 2007 in the manner provided by law.

Agreement of Merger

The term effective date wherever used in this agreement, shall mean the effective date herein described.

**DIRECTORS RIGHT TO ABANDON MERGER**

15. The Board of Directors of each of the Constituent Corporation shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this agreement.

**EXECUTION**

16. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective president, thereto dully authorized by the respective Board of Directors and its shareholders of the Constituent Corporations.

**Signed, sealed and delivered in the presence of:**

ORILLA BLANCA ESTATES, INC.  
A British Virgin Islands Corporation.

By:  President  
JOSE ANTON

429 HIBISCUS CORP.  
A Florida corporation

By:  President  
PATRICIA ANTON

By:  Secretary  
PATRICIA ANTON

CERTIFICATE:  
(action without a meeting)

I, JOSE ANTON, President and Director of ORILLA BLANCA ESTATES, INC., do hereby certify:

1. That pursuant to the provisions of the law of The Commonwealth of the British Virgin Islands and the articles and bylaws of ORILLA BLANCA ESTATES, INC., all of the Directors of ORILLA BLANCA ESTATES, INC., consented in writing on January 10, 2007 to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of laws of Florida and pursuant to the articles and bylaws of 429 HIBISCUS CORP., the required percentage of the stockholders of ORILLA BLANCA ESTATES, INC., consented in writing on January 10, 2007 to the adoption of the foregoing Agreement of Merger and authorize the President of ORILLA BLANCA ESTATES, INC., to execute said Agreement on its behalf.

Agreement of Merger

IN WITNESS WHEREOF, we have hereon to set our hands and seal this 10<sup>th</sup> day of January 2007.

Signed, sealed and delivered in the presence of:

ORILLA BLANCA ESTATES, INC.,  
A British Virgin Islands Corporation

By:  President

CERTIFICATE:  
(action without a meeting)

WE, PATRICIA ANTON, President and Secretary of 429 HIBISCUS CORP, do hereby certify:

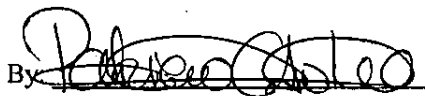
1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of 429 HIBISCUS CORP., all of the Directors of 429 HIBISCUS CORP, consented in writing on January 10, 2007 to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of laws of Commonwealth of the Bahamas and pursuant to the articles and bylaws of 429 HIBISCUS CORP., the required percentage of the stockholders of 429 HIBISCUS CORP, consented in writing on January 10, 2007 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of 429 HIBISCUS CORP., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seals this 10<sup>th</sup> day of January 2007.

Signed, sealed and deliver in the presence of:

429 HIBISCUS CORP, a Florida corporation

By:  President

429 HIBISCUS CORP, a Florida corporation

By:  Secretary