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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
DEARCA, INC.

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April 23, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DEARCA GROUP, INC.
PO BOX 140668
CORAL GABLES, FL 33114-0668

SUBJECT: DEARCA GROUP, INC.
REF: P13000032992

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.

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Irene Albritton
Regulatory Specialist II

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DIVISION OF CORPORATIONS
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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:

Name	Jurisdiction	Document Number (If known or applicable)
Dearca, Inc.	Florida	P02000111150

Second: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number (If known or applicable)
Dearca Group, Inc.	Florida	P13000032992

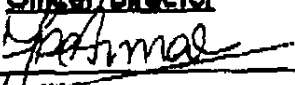
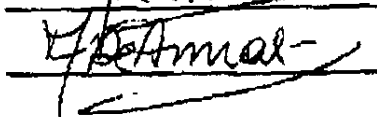
Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on April 19, 2013.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporation on April 19, 2013, and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of Officer/Director</u>	<u>Name and Title</u>
Dearca, Inc.		Maria F. De Armas, Its President
Dearca Group, Inc.		Maria Fernanda De Armas, its Secretary

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of Incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NAME
DEARCA GROUP, INC.

JURISDICTION
FLORIDA

The name and jurisdiction of each **subsidiary** corporation:

NAME
DEARCA, INC.

JURISDICTION
FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- The parent company owns 100% of the subsidiary company's shares.
- The parent company will surrender all of its shares to its treasury and the surviving company.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled. If they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: N/A