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Email Address: wrobinson@wmrlawfirm.comMERGER OR SHARE EXCHANGE
ESCADOTE I CORP

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
of
ESCADOTE I CORP.
and
ESCADOTE III & IV CORP.**

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

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FIRST: The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote I Corp.	Florida	P03000152167

SECOND: The name and jurisdiction of each merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote III & IV Corp.	Florida	P03000154579

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: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on March 20, 2012.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on March 20, 2012.

SEVENTH: Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation as in effect, on the effective date of this merger and after the foregoing amendment, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

EIGHTH: SIGNATURES FOR EACH CORPORATION are as follows:

**ESCADOTE I CORP., a Florida
corporation**



By: _____
Name: Ivo Claude Grenacher
Title: President

**ESCADOTE III & IV CORP., a Florida
corporation**



By: _____
Name: Ivo Claude Grenacher
Title: President

**AGREEMENT AND PLAN OF MERGER
OF
ESCADOTE I CORP.
and
ESCADOTE III & IV CORP.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan"), dated as of March 20, 2012, by and between ESCADOTE I CORP, a Florida corporation ("Escadote I"), and ESCADOTE III & IV CORP., a Florida corporation ("Escadote III & IV") (collectively, the "Corporations"), all of which are Florida corporations validly existing under the laws of the State of Florida, do hereby submit the following plan of merger in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

WITNESSETH

WHEREAS, the name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote I Corp.	Florida	P03000152167

WHEREAS, the name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
Escadote III & IV Corp.	Florida	P03000154579

WHEREAS, the capital stock of each corporation is as follows:

<u>Name</u>	<u>Type of Stock</u>	<u>Shares</u>	<u>Par Value</u>	<u>Shares Issued:</u>
Escadote I Corp.	Common	1,000	\$1.00	100
Escadote III & IV Corp.	Common	1,000	\$1.00	100

WHEREAS, the Corporations have agreed that the Merging Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions and grants contained in this Plan and in order to consummate the transactions described above, the Corporations to this Plan, agree as follows:

1. **Merger.** The Corporations agree that effective on the date the Articles of Merger are filed with the Florida Department of State, the Merging Corporation shall be merged into the Surviving Corporation as a single corporation, upon the terms and conditions of this Plan, and that the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida.

2. **Manner and Basis of Converting Shares of the Corporations.** Each share of issued and outstanding common stock of the Merging Corporation shall be cancelled. Shares of stock of the Surviving Corporation outstanding at the date of this merger shall not be converted or exchanged and shall remain outstanding.

3. **Terms, Conditions and Mode of Effecting the Merger.** This merger shall be effective upon the filing of the Articles of Merger in the Office of the Secretary of the State of Florida. Upon this merger becoming effective, the separate existences of the Merging Corporation shall cease, except to the extent continued by statute, and all of its property, rights, privileges, franchises, obligations and liabilities of whatever nature and description shall be transferred to, vest and devolve upon the Surviving Corporation without further act or deed.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as in effect, on the effective date of this merger and after the foregoing amendment, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

5. **Post-Merger Amendment of Articles of Incorporation.** The Surviving Corporation reserves the right and powers after the date this merger is effective to alter, amend, change, repeal or restate any of the provisions contained in its Articles of Incorporation, in the manner now or hereafter provided by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

6. **Bylaws.** The Bylaws of the Surviving Corporation, as such Bylaws exist on the date this merger is effective, shall remain and be the bylaws of the surviving corporation until altered, amended, or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

7. **Directors.** The Directors of the Surviving Corporation as of the date this merger is effective shall continue in office until the next annual meeting of the shareholders thereof, or until their successors shall be elected and shall qualify.

8. **Officers.** The officers of the Surviving Corporation as of the date this merger is effective shall continue in office until the next annual meeting of the Board of Directors of the surviving corporation, or until their successors shall be elected and shall qualify.

9. **Termination.** This merger may be terminated at any time prior to the date this merger is effective by the Board of Directors of the Surviving Corporation.

10. **Compliance with Florida Law.** The Merging Corporation and the Surviving Corporation shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

11. **Closing of Stock Books.** Upon the effective date of this merger, the transfer book of the Merging Corporation shall be closed and no transfer of shares of stock shall be made or consummated thereafter.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation, acting through their duly authorized officers, have caused their names and seals to be signed and attested, and affixed to Agreement and Plan of Merger, as of the date first set forth above.

SURVIVING CORPORATION:

**ESCADOTE I CORP., a Florida
corporation**



By: _____
Name: Ivo Claude Grenacher
Title: President

MERGING CORPORATION:

**ESCADOTE III & IV CORP., a Florida
corporation**



By: _____
Name: Ivo Claude Grenacher
Title: President