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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 22 PM 1:02

Merger
C.COULLETTE

DEC 01 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 1, 2011

SACHER MARTINI & SACHER, P.A.
2655 LEJEUNE RD
STE 1101
CORAL GABLES, FL 33134

SUBJECT: SOUTH FLORIDA TRUCK STOP, INC.
Ref. Number: P02000030095

We have received your document for SOUTH FLORIDA TRUCK STOP, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2011 annual report. The entity must be reinstated before this document can be filed.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 811A00026899

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

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Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Melissa R. Smith
Natalie Escudero

December 16, 2011

Via Certified Mail, Return Receipt Requested
Article # 7010 1870 0003 2770 4456

Attention: Cheryl Coulliette
Regulatory Specialist II
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Reference Number: P02000030095
Sunshine Plaza of South Florida, Inc.
South Florida Truck Stop, Inc.
Our File No. 4840-1

RECEIVED
11 DEC 22 PM 12:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Ms. Coulliette:

I am in receipt of and thank you for your letter dated December 1, 2011, regarding the inability to file the Articles of Merger for the above referenced corporations because South Florida Truck Stop, Inc. Had been administratively dissolved for failure to file the 2011 annual report, a copy of which is enclosed herein for your reference.

In this connection, South Florida Truck Stop, Inc. has been reinstated. A copy of the reinstatement is attached hereto. Therefore, enclosed please find the original and one (1) copy of the fully executed Articles of Merger for the above referenced corporations. I believe you are holding our firm's check in the total amount of \$78.75 representing the filing fees and the fee to obtain a certified copy which was sent previously.

Please proceed with the filing of the Articles of Merger among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS:mrs
Enclosures
cc: Mr. Ricardo Gonzalez

ARTICLES OF MERGER
OF
SUNSHINE PLAZA OF SOUTH FLORIDA, INC.

These Articles of Merger are submitted to merge the following entities in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE I
NAME AND JURISDICTION OF EACH MERGING CORPORATION

The name, jurisdiction and entity type of each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sunshine Plaza of South Florida, Inc.	Florida	Corporation
South Florida Truck Stop, Inc.	Florida	Corporation

ARTICLE II
NAME OF SURVIVING CORPORATION

The name of the surviving limited liability company is SUNSHINE PLAZA OF SOUTH FLORIDA, INC., and its jurisdiction is Florida.

ARTICLE III
PLAN OF MERGER

The attached Plan of Merger was approved by each entity that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

ARTICLE IV
EFFECTIVE DATE OF MERGER

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

ARTICLE V
ADOPTION OF MERGER

____ 1. The Plan of Merger was adopted by unanimous written consent of the Shareholders of Sunshine Plaza of South Florida, Inc. on November 1, 2011.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 22 PM 1:02

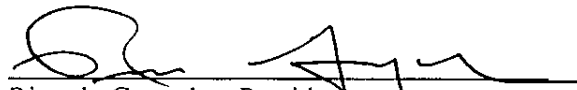
2. The Plan of Merger was adopted by unanimous written consent of the Shareholders of South Florida Truck Stop, Inc. on November 1, 2011.

DATED this 17 day of November, 2011.

SUNSHINE PLAZA OF SOUTH FLORIDA, INC.

(SEAL)

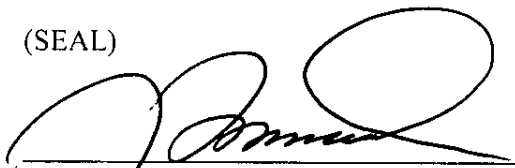


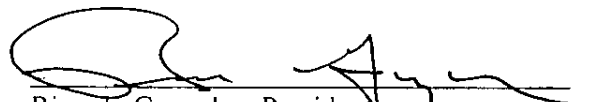
Jorge Gonzalez, Secretary

Ricardo Gonzalez, President

SOUTH FLORIDA TRUCK STOP, INC.

(SEAL)



Jorge Gonzalez, Secretary

Ricardo Gonzalez, President

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of November 1, 2011, between SUNSHINE PLAZA OF SOUTH FLORIDA, INC., a Florida corporation, having its principal place of business at 12200 NW South River Drive, Medley, Florida (hereinafter called "Sunshine Plaza") and SOUTH FLORIDA TRUCK STOP, INC., a Florida corporation, having its principal place of business at 12200 NW South River Drive, Medley, Florida (hereinafter called "South Florida").

RECITALS :

WHEREAS, the Shareholders of Sunshine Plaza have determined that it is advisable and in the best interests of Sunshine Plaza and its respective Shareholders that Sunshine Plaza be merged with South Florida on the terms, and subject to the conditions, set forth herein.

WHEREAS, the Shareholders of South Florida have determined that it is advisable and in the best interests of South Florida and its respective Shareholders that South Florida be merged with and into Sunshine Plaza on the terms, and subject to the conditions, set forth herein.

ARTICLE I THE MERGER

At the Effective Date (as defined in Article V hereof), South Florida shall be merged with and into Sunshine Plaza in accordance with Chapter 607 of the Florida Statutes, and the respective separate existence of South Florida shall cease and Sunshine Plaza, which shall hereinafter be known as SUNSHINE PLAZA OF SOUTH FLORIDA, INC., shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II SURVIVING COMPANY

(A) At the Effective Date, the By-Laws of Sunshine Plaza, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes and the Articles of Incorporation and By-Laws of the Surviving Corporation.

(B) At the Effective Date, the Directors of Sunshine Plaza shall be the Directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE III
EFFECT OF MERGER

At the Effective Date, all respective property, rights, privileges, powers and franchises of Sunshine Plaza and South Florida shall vest in the Surviving Corporation, and all respective liabilities and obligations of Sunshine Plaza and South Florida shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV
CONVERSION OF STOCK

At the Effective Date, the Shares of Stock held by each Shareholder of South Florida shall be converted into Shares of Stock in the Surviving Corporation. Each Shareholder of the Surviving Corporation shall have Stock in the Surviving Corporation equal to the total of the value of such Shareholder's Shares of Stock in South Florida and the value of such Shareholder's Shares of Stock in Sunshine Plaza.

ARTICLE V
EFFECTIVE DATE

As used in this Plan of Merger, the term "Effective Date" shall mean the date of filing of the Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties have caused this Plan of Merger to be executed on its behalf as of the date first above written.

(SEAL)

Jorge Gonzalez, Secretary

SUNSHINE PLAZA OF SOUTH FLORIDA, INC.

Ricardo Gonzalez, President

(SEAL)

Jorge Gonzalez, Secretary

SOUTH FLORIDA TRUCK STOP, INC.

Ricardo Gonzalez, President