

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000075041 3)))



H190000750413ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6360

From: Account Name : GREENBERG TRAURIG CONSULTING, INC. -ACCOUNT 2  
Account Number : 120170000046  
Phone : (305) 579-7765  
Fax Number : (305) 961-5485

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: FAUSTG@GTLAW.COM

MERGER OR SHARE EXCHANGE  
COAST GROUP TRADING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED  
2019 MAR -5 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED  
2019 MAR -5 AM 9:55  
TALLAHASSEE, FL

**FILED**

2019 MAR -5 AM 9:55

**ARTICLES OF MERGER****FOR****FLORIDA CORPORATION**NOTARIAL PUBLIC  
TALLAHASSEE, FL

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1104, 607.1105, 607.1107 of the Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ocean Front Group, S.A.	Panama	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Coast Group Trading Corp.	Florida	Corporation

**THIRD:** The attached Plan of Merger was adopted by the sole shareholder and the board of directors of the surviving corporation on March 5, 2019.

**FOURTH:** The attached Plan of Merger was adopted by the shareholders and the board of directors of the merging corporation on March 5, 2019.

**FIFTH:** The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

**SIXTH:** The merger is to become effective on March 5, 2019.

**SEVENTH:** The Plan of Merger is on file at 4231 NW 107 Avenue, Doral, Florida 33178, the office of the surviving corporation.

**EIGHTH:** A copy of the Plan of Merger will be furnished by the surviving corporation upon request, without cost, to any member of the merging and surviving corporation.

**SIGNATURE PAGE FOLLOWS**

**AGREEMENT AND PLAN OF MERGER  
MERGING OCEAN FRONT GROUP, S.A.  
WITH AND INTO COAST GROUP TRADING CORP.**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger"), effective as of March 5, 2019, is made by **OCEAN FRONT GROUP, S.A.**, a corporation organized and existing under the laws of Panama ("OCEAN FRONT GROUP, S.A.") and **COAST GROUP TRADING CORP.**, a Florida corporation and a wholly owned subsidiary of OCEAN FRONT GROUP, S.A. ("COAST GROUP TRADING CORP.").

**WHEREAS**, OCEAN FRONT GROUP, S.A. and COAST GROUP TRADING CORP. desire to effect the statutory merger of OCEAN FRONT GROUP, S.A. with and into COAST GROUP TRADING CORP. pursuant to the Act, with COAST GROUP TRADING CORP. to survive such merger;

**WHEREAS**, OCEAN FRONT GROUP, S.A. and COAST GROUP TRADING CORP. have adopted and approved this Plan of Merger in accordance with Sections 607.1103 and 607.1107 of the Florida Business Corporation Act (the "Act"); and

**WHEREAS**, the parties hereto intend that the transactions described in this Plan of Merger shall, taken together, constitute a tax-free reorganization described in section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury Regulations promulgated thereunder (the "Regulations"), and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder, and that this Plan of Merger shall constitute a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Terms and Conditions of Merger.** OCEAN FRONT GROUP, S.A. shall, pursuant to the provisions of the Act, be merged with and into COAST GROUP TRADING CORP. (the "Merger"), which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Date (as set forth in paragraph 3), the existence of OCEAN FRONT GROUP, S.A. shall cease. On the Effective Date, the corporate existence of COAST GROUP TRADING CORP., with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation it shall succeed to all the rights, assets, liabilities and obligations of OCEAN FRONT GROUP, S.A. as and to the extent provided in Section 607.1106 of the Florida Business Corporation Act.

2. **Capital Stock.** The number of issued and outstanding shares of OCEAN FRONT GROUP, S.A. is One Thousand (1,000) all of which are one class and are common shares, and all of which are entitled to vote on the Merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of OCEAN FRONT GROUP, S.A. The total number of issued and outstanding shares of COAST GROUP TRADING CORP. is One Thousand (1,000), par value \$1.00 per share, all of which are one class and are common shares,

and all of which are entitled to vote on the Merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of COAST GROUP TRADING CORP.. The issued shares of OCEAN FRONT GROUP, S.A. shall, upon the Effective Date, be surrendered and cancelled. New shares in COAST GROUP TRADING CORP. shall be issued upon written resolution of its board of directors to accurately reflect the issuance of the shares of COAST GROUP TRADING CORP. pursuant to the terms of the Merger. The total of issued shares shall continue to represent one hundred percent (100%) of the shares in COAST GROUP TRADING CORP.

3. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and, as of the Effective Date, COAST GROUP TRADING CORP. shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of OCEAN FRONT GROUP, S.A.

4. **Officers and Directors.** The officers and directors of COAST GROUP TRADING CORP. immediately prior to the Effective Date shall be the officers and directors of COAST GROUP TRADING CORP. as of and after the Effective Date.

5. **Articles of Incorporation.** The Articles of Incorporation of COAST GROUP TRADING CORP. that are in effect immediately prior to the Effective Date shall be the Articles of Incorporation of COAST GROUP TRADING CORP. as of and after the Effective Date.

6. **Bylaws.** The Bylaws of COAST GROUP TRADING CORP. that are in effect immediately prior to the Effective Date shall be the Bylaws of COAST GROUP TRADING CORP. as of and after the Effective Date.

7. **U.S. Federal Income Tax Treatment.** The transactions contemplated by this Plan of Merger, taken together, are intended to constitute a reorganization within the meaning of Section 368(a)(1) of the Code, the Regulations promulgated thereunder, and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder. The parties to this Plan of Merger shall take any and all actions, file such reports and do such other things as may be necessary to assure that the transactions described herein qualify as such a tax-free reorganization. The parties to this Plan of Merger hereby adopt this Plan of Merger as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

8. **Further Assurance of Title.** From time to time, as and when requested by COAST GROUP TRADING CORP. or by its successors and assigns, there shall be executed and delivered on behalf of OCEAN FRONT GROUP, S.A. such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in COAST GROUP TRADING CORP. the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of OCEAN FRONT GROUP, S.A., and otherwise carry out the purposes of this Plan of Merger, and the officers of COAST GROUP TRADING CORP. are fully authorized in the name and on behalf of OCEAN FRONT GROUP, S.A. or

otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. Approval by the Shareholders and the Board of Directors of OCEAN FRONT GROUP, S.A. This Plan of Merger was approved and adopted by the sole shareholder and all of the Directors of OCEAN FRONT GROUP, S.A. pursuant to that certain written consent of OCEAN FRONT GROUP, S.A. dated March 5, 2019.

10. Approval by Shareholder and Board of Directors of COAST GROUP TRADING CORP. This Plan of Merger was approved and adopted by the sole shareholder and all of the Members of the Board of Directors of COAST GROUP TRADING CORP. pursuant to that certain written consent of COAST GROUP TRADING CORP., dated March 5, 2019.

11. Counterparts. This Plan of Merger may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Any counterpart may be executed by facsimile or any image transmitted by electronic mail (such as a portable document format (PDF) file) which shall be treated the same as a manually signed original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the date first set forth above.

OCEAN FRONT GROUP, S.A., a Panama Corporation

By:   
Name: Pierre Kopec Abadi  
Title: Authorized Signatory

COAST GROUP TRADING CORP., a Florida Corporation

By:   
Name: Pierre Kopec Abadi  
Title: Director

IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by all of the members of the Board of Directors on this 5th day of March, 2019.

**Ocean Front Group, S.A.**, a Panama corporation

By: 

Name: Pierre Koped Abadi

Title: Authorized Signatory

**Coast Group Trading Corp.**, a Florida corporation

By: 

Name: Pierre Koped Abadi

Title: Director