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BARED & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW

GROVE PROFESSIONAL BUILDING
2950 SW 27th AVENUE
SUITE 100
MIAMI, FL 33133
TELEPHONE- (305) 666-6010—FAX (786) 360-5924
REALESTATE@BAREDLAW.COM

March 4, 2014

VIA UPS NEXT DAY AIR NO. 1ZF498F70192108701

Florida Department of State Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

Subject:

TTQ Ocean 3905 Corp.,

Re:

P06000001407

Dear Sir/Madam:

Enclosed please find Articles of Merger for Florida Profit corporation along with check in the amount of \$43.75 which represent the filing fee of 35.00 along with 8.75 for the certified copy fee for the above corporation.

In addition, enclosed please find Articles of Amendment of Changing Name along with our check for \$52.50 which represent the filing fee for the Amendment of Change of Name.

Please complete Merger of Corporation First and then Change of Name.

Also, please find a self- addressed stamped envelope for the return of a receipt for the same.

If you should have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

Xna M. Gonzalez

AMG/amg Enclosures

COVER LETTER

TO:	Amendment Section Division of Corporations			
SUBJECT: TTQ Ocean 3905 Corp.,				
	Name of Surviving Co			
The en	closed Articles of Merger and fee are submit	itted for filing.		
Please return all correspondence concerning this matter to following:				
	Pablo R. Bared, Esq.			
	Contact Person			
	Bared & Associates, P.A.			
	Firm/Company			
	2950 SW 27th Avenue, Suite 100			
	Address			
	Miami, FL 33133			
	City/State and Zip Code			
	mimi@baredlaw.com			
E-	mail address: (to be used for future annual report noti	ification)		
For fur	ther information concerning this matter, plea	ase call:		
. 0. 141	the information concerning this matter, pre-	use can.		
	Mimi Bared	At (305) 666-6010		
	Name of Contact Person	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:	MAILING ADDRESS:		
	Amendment Section	Amendment Section		
	Division of Corporations	Division of Corporations		
	Clifton Building	P.O. Box 6327		
	2661 Executive Center Circle	Tallahassee, Florida 32314		
	Tallahassaa Florida 22201			

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 <u>surviving</u> corporation:

Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)	
TTQ Ocean 3905 Corp.,	a Florida corporation	P0600001407	
Second: The name and jurisdiction of each	merging corporation:		
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)	
AAAA Ocean 4304 Corp.,	a Florida corporation	P06000001395	
TTQ Ocean 3905 Corp.	a Florida corporation	P0600001407	
Third: The Plan of Merger is attached. Fourth: The merger shall become effective	e on the date the Articles of Mer	ger are filed with the Florida	
Department of State.		g	
	ic date. NOTE: An effective date cannot after merger file date.)	ot be prior to the date of filing or more	
Fifth: Adoption of Merger by <u>surviving</u> of The Plan of Merger was adopted by the sha			
The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.			
Sixth: Adoption of Merger by <u>merging</u> co The Plan of Merger was adopted by the sha	rporation(s) (COMPLETE ONLY or the components of the merging corporate to the merging corporate to the components of the merging corporate to the components of the components	ONE STATEMENT) ation(s) on proporation(s) on	
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required			

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
AAAA Ocean 4304 Corp.,		Estanislao Martinez Martinez, President
AAAA Ocean 4304 Corp.,	Using of e	Oscar Martinez Paz, Secretary
TTQ Ocean 3905 Corp.,		Estanislao Martinez Martinez, President
TTQ Ocean 3905 Corp	Joseph Jr	Oscar Martinez Paz, Secretary
	1	

AGREEMENT OF MERGER

MERGER OF AAAA OCEAN 4304 CORP., A FLORIDA CORPORATION INTO TTQ OCEAN 3905 CORP., A FLORIDA CORPORATION

THIS AGREEMENT is made and entered into on this <u>f</u> day of February 2014 by and between AAAA Ocean 4304 Corp., a Florida Corporation and TTQ Ocean 3905 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 AAAA Ocean 4304 Corp., be merged into TTQ Ocean 3905 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 TTQ Ocean 3905 Corp.,

POST OFFICE ADDRESS OF SURVIVING CORPORATION

3. Post Office address of the surviving corporation is to be: 2950 SW 27th Avenue, Suite 100, Miami, FL 33133.

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 Florida.

AUTHORIZE SHARE OF SURVIVING CORPORATION

5. The present composition of the disappearing Corporation is Common Stock shares to its shareholder(s) of which the shareholder(s) will be issued shares of the surviving Company corporation equivalent to the Stock Ownership Interest in the disappearing Company presently held by such stockholders. 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 dully elected or designated after the effective date of the merger.

RESIDENT AGENT OF CORPORATION

7. Pablo Bared, Esq., of Bared & Associates, P.A. of 2950 SW 27th Avenue. Suite 100, Miami, FL 33133 shall be and is hereby appointed as Registered Agent for the corporation upon whom service, process, tax notices and demands against said TTQ Ocean 3905 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 stockholder of the disappearing company shall surrender his certificate or certificates to the surviving corporation during the period beginning on February 18, 2014, being the effective date of this agreement, and ending on February 19, 2014, upon surrender to the corporation of the respective stockholder certificate (s) for common stock of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non assessable common stock of the surviving corporation, in the ratio of 1 to 1 shares of the surviving corporation for stockholder interest of the disappearing corporation, being a total issue of shares of the surviving 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 AAAA Ocean 4304 Corp., are attached hereto and made part hereof as Exhibit "A".

- The articles of certificate of incorporation of TTQ Ocean 3905 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 TTQ Ocean 3905 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 February 18, 2014, in the manner provided by law. 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.

RECORDING

16. This Agreement of Merger shall be recorded in the Public Records of the State of Florida.

EXECUTION

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

Signed, sealed and delivered in the presence of:			
TTQ OCEAN 3905 CORP.,	AAAA OCEAN 4304 CORP.,		
a Florida Corporation	a Florida Corporación		
Ву:	By:		
Estanislao Martinez Martinez, President	Estanista Martinez, President		
By: //som w/c	By: /// wn ~/-		
Oscar Martinez Paz, Secretary	Oscar Martinez Paz. Secretary		
/	1		

CERTIFICATE:

(action without a meeting)

WE, AAAA Ocean 4304 Corp., a Florida Corporation do hereby certify:

- 1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of AAAA Ocean 4304 Corp., all of the Stockholder(s) consented in writing on February 18, 2014 to the adoption of the foregoing Agreement of Merger.
- 2. That pursuant to the provisions of law of Florida and pursuant to the articles and bylaws of AAAA Ocean 4304 Corp., the required percentage of the stockholder(s) of AAAA Ocean 4304 Corp., consented in writing on February 18, 2014 to the adoption of the foregoing Agreement of Merger and authorize the President of AAAA Ocean 4304 Corp., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seal this February 18, 20014.

Signed, sealed and delivered in the presence of:

AAAA Ocean/43/04 Co a Florida Corporation

<u>a</u>d

By: _______ Estanislap Martinez Martinez.

Presiden

Oscar Martinez Paz

Secretary

CERTIFICATE:

(action without a meeting)

We, Estanislao Martinez Martinez, as President and Oscar Martinez Paz as Secretary of TTQ Ocean 3905 Corp., do hereby certify:

- 1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of TTQ Ocean 3905 Corp., all of the Directors of TTQ Ocean 3905 Corp., consented in writing on February 18, 2014 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 TTQ Ocean 3905 Corp., the required percentage of the stockholders of TTQ Ocean 3905 Corp., consented in writing on February 18, 2014 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of TTQ Ocean 3905 Corp., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seals this February 18, 2014

Signed, sealed and deliver in the presence of:

TTQ Ocean 3905 Co A Florida corporation

By:

Estanislao Martinez Martinez

President

By:

Oscar/Martinez Paz

Secretary