

PD6000003824

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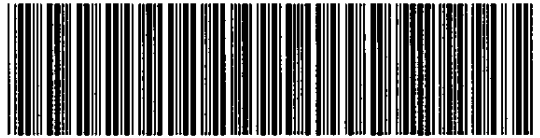
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 14 PM 4:57

EFFECTIVE DATE

12/31/09

mlrger
@ 12/15/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 5136 Real Estate Investments Inc
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carlos M. Farah
(Contact Person)

Appelrouth, Farah & Co.
(Firm/Company)

999 Ponce de Leon Blvd., Ste. 625
(Address)

Coral Gables, FL 33134
(City/State and Zip Code)

For further information concerning this matter, please call:

Carlos M. Farah At (305) 444-0999
(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:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12/31/09

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>5136 Real Estate Investments Inc</u>	<u>Florida</u>	<u>P06000003824</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>M.C.M. Investment Group Corp.</u>	<u>Florida</u>	<u>P06000040650</u>
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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.

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 20, 2009.

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 merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 20, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 14 PM 4:57

Name of Corporation

Typed or Printed Name of Individual & Title

Signature of an Officer or
Director

M.C.M. Investment Group Corp.

Michele Cascarano, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, effective as of December 31, 2009, is made between 5136 Real Estate Investments Inc., a for-profit Florida corporation, and M.C.M. Investment Group Corp., a for-profit Florida corporation.

RECITALS

- A. 5136 Real Estate Investments Inc., ("5136") is a for-profit corporation organized and existing under the laws of the State of Florida.
- B. M.C.M. Investment Group Corp., ("M.C.M.") is a for-profit corporation organized and existing under the laws of the State of Florida.
- C. The board of directors and shareholders of 5136 and M.C.M. deem it desirable and in their best interests that M.C.M. be merged into 5136 (as described in greater detail herein, the "Merger") and have adopted this plan of merger as of the 20th day of November, 2009.

AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

- 1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein.
- 2. **Surviving Company.** The surviving entity of the Merger shall be 5136 Real Estate Investments Inc., and it shall be a Florida corporation governed by the laws of the State of Florida.

3. **Capital Structure Prior to Merger.** With respect to each entity, prior to the Merger the numbers of issued, authorized and outstanding shares or interests are as follows:

	Authorized	Issued	Outstanding
5136 Real Estate Investments Inc., (a Florida for-profit corporation)	1,000 shares common stocks, \$1.00 par value	1,000	1,000
M.C.M. Investment Group Corp., (a Florida for-profit corporation)	1,000 shares common stocks, \$1.00 par value	1,000	1,000

With respect to each of 5136 and M.C.M. there is only one class or series of stock and all stock once issued can vote without restriction. Solimar Investment Corp, a corporation organized and existing under the laws of the British Virgin Islands ("Solimar"), owns all of the outstanding shares of 5136 and M.C.M.

4. **Approval of Plan.** This Agreement and Plan of Merger and the Articles of Merger were duly approved and adopted by unanimous vote of the board of directors and shareholders of 5136 and M.C.M.

5. **Plan of Merger.** On the effective date of the Merger:

(a) All outstanding shares of M.C.M. shall be cancelled and the separate existences of M.C.M. shall terminate and cease.

(b) No new shares of 5136 will be authorized or issued. Solimar owns all of the outstanding shares of 5136 and M.C.M. prior to the merger and will own all of the outstanding shares of 5136 after the merger.

(c) The surviving corporation, 5136, shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, chooses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of M.C.M. whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.

(d) The surviving corporation shall become subject to all the liabilities, obligations and penalties of M.C.M.

6. **Ordinary Course of Business.** Neither 5136 nor M.C.M. shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

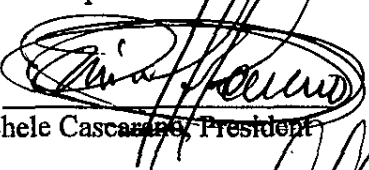
7. **Course of Dealing.** No course of dealing between the parties shall be effective to change, modify or discharge any provisions of the Agreement or to constitute a waiver of any default.

8. **Amendments.** This Agreement may be modified or amended only by an instrument in writing executed by the parties.

9. **Governing Law.** This Agreement shall be governed by and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have executed this Agreement effective the date and year first above written.

5136 Real Estate Investments Inc., a
Florida corporation

By: 
Michele Cascarano, President

M.C.M. Investment Group Corp., a
Florida corporation

By: 
Michele Cascarano, President