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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Merger  
12/20/07*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PERSEA AMERICANA 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:

ALBERTO LUZARRAGA  
(Contact Person)

PERSEA AMERICANA INC  
(Firm/Company)

44 LENOX ROAD  
(Address)

SUMMIT, NJ 07901  
(City/State and Zip Code)

For further information concerning this matter, please call:

ALBERTO LUZARRAGA At ( 908 ) 273-3206  
(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





## PLAN OF MERGER

(Non-Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PERSEA AMERICANA INC</u>	<u>FLORIDA</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PERSEA AMERICANA INC</u>	<u>FLORIDA</u>
<u>AMERINVEST CORPORATION</u>	<u>NEW JERSEY</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

The shareholders of Amerinvest Corporation, Alberto Luzarraga and Maria T. Luzarraga, that hold 100% of the shares of Amerinvest Corporation, will exchange such shares for an equal number of shares of Persea Americana Inc.

The officers of Amerinvest Corporation, Alberto Luzarraga and Maria T. Luzarraga, are instructed to submit corporate dissolution papers for Amerinvest Corporation in the State of New Jersey following the effective date of the merger with Persea Americana Inc.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Exchange of shares on a one for one basis.

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: