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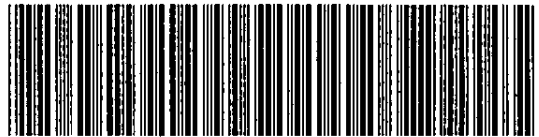
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
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December 29, 2009

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

*Courried*

***Re: P Real Estate USA, Inc. merger into Condo 12, Inc.***

Dear Sir or Madam:

Please find enclosed Articles of Merger and Plan of Merger for the above stated merger which is to become effective on December 29, 2009. Also enclosed is our check in the amount of \$70.00 representing the filing fee for the above.

Thank you very much for your assistance in this matter and should you need any additional information, please feel free to contact me.

Very truly yours,



Paul Salver  
Paul Salver, P.A.

Enclosures

## ARTICLES OF MERGER

Pursuant to Florida Statutes, Chapter 607, the undersigned Corporations do hereby adopt the following Articles of Merger for purposes of merging. **P Real Estate USA, Inc.**, a Florida Corporation into **Condo 12, Inc.**, a Florida Corporation, as the Surviving Corporation.

1. **Parties to Merger.** The undersigned Corporations being validly and legally formed under the Laws of the State of Florida have adopted these Articles of Merger and Plan of Merger of even date herewith. All of the shareholders and directors of both Corporations have unanimously approved the Articles of Merger and Plan of Merger on December 29, 2009.

2. **Surviving Corporation.** The name of the Surviving Corporation is **Condo 12, Inc.**

3. **Merger.** P Real Estate USA, Inc. shall be merged into Condo 12, Inc. as of the Effective Date of these Articles.

4. **Effect of Merger.** On the Effective Date of the Merger, the separate existence of P Real Estate USA, Inc. shall cease and all of its property, rights, privileges and franchises, of whatsoever nature and description shall be transferred to, vested in and devolve upon the Surviving Corporation, subject to the liabilities and obligations of P Real Estate USA, Inc. which liabilities and obligations the Surviving Corporation shall assume without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of P Real Estate USA, Inc. by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. **Exchange of Stock.** On the Effective Date of the Merger, the 1,000 issued and outstanding shares of the common stock of P Real Estate USA, Inc. which represents the total number of the authorized shares of common stock of P Real Estate USA, Inc. prior to the Merger, shall be canceled. The shareholders of Condo 12, Inc. shall immediately thereafter remain as the 100% shareholders of the remaining, merged corporation.

6. **Attributes of Surviving Corporation.** The Articles of Incorporation of Condo 12, Inc. as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be amended by this Merger in any respect.

7. **Articles of Merger.** These Articles of Merger have been executed by the Presidents of P Real Estate USA, Inc. and Condo 12, Inc. respectively in accordance with the provisions of Florida Law and shall be filed with the Florida Department of State.

8. **Effective Date.** The Effective Date of the Merger is December 29, 2009.

Executed this 29th day of December, 2009.

**P REAL ESTATE USA, INC.**

By: Paul Salver, President

**CONDO 12, INC.**

By: Paul Salver, President

## **PLAN OF MERGER**

**THIS AGREEMENT** is made this 29th day of December 2009, by and between P Real Estate USA, Inc., a Florida Corporation, and Condo 12, Inc., a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as the "Constituent Corporations."

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations deem it advisable that P Real Estate USA, Inc. ("P Real Estate USA") be merged into Condo 12, Inc. ("Condo 12") under the laws of the State of Florida in the manner provided therefore pursuant to Section 607.1101 of the Florida Statutes;

**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 stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that P Real Estate USA, Inc. corporation shall be merged into Condo 12, Inc. corporation.

2. Name of Merged Corporation. The name of the surviving subsidiary corporation shall be "Condo 12, Inc."

3. Place of office of surviving corporation. The place in Weston where the principal office of the remaining corporation is to remain located at 2721 Executive Park Drive, Suite 4, Weston, Florida 33331.


4. Authorized shares of Condo 12 and P Real Estate USA. The present number of shares which P Real Estate USA corporation is authorized to issue is 1,000 shares of common stock, \$1.00 per value. All of these shares are now issued, outstanding and owned by "P Real Estate, SRL". The present number of shares which the Condo 12, Inc. is authorized to issue is 1,000 shares at \$1.00 par value.

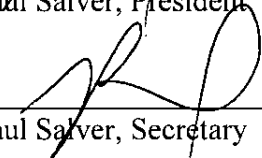
5. Dissenting shareholders. There are no dissenting shareholders to this plan of merger as 100% of the issued and outstanding stock of the subsidiary corporation are owned by P Real Estate, SRL.

6. Manner and basis of converting shares. On December 29, 2009, ("the effective date"), P Real Estate, SRL shall tender and relinquish all of its shares in P Real Estate USA, and P Real Estate USA shall cancel all of its outstanding shares. Thereafter, the only remaining shares of stock shall be those of Condo 12, Inc., 100% of which shall be owned by Canio Mazzaro.

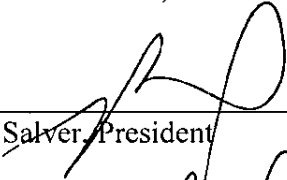
**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective Presidents and Secretaries, to take the above actions hereby authorized by the respective Boards of Directors and shareholders of the Constituent Corporations, and to execute this agreement as of the date and year first written above.

**CONDO 12, INC.**

BY:   
Paul Salver, President

BY:   
Paul Salver, Secretary

**P REAL ESTATE USA, INC.**

BY:   
Paul Salver, President

BY:   
Paul Salver, Secretary