

P09000067774

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Merge

12-2-11
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NBR 3114, 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:

Nicole J. Huesmann, Esquire
Contact Person

Nicole J. Huesmann, P.A.
Firm/Company

150 Alhambra Circle, Suite 1150
Address

Coral Gables, FL 33134
City/State and Zip Code

njhuesmann@olsrhh.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole J. Huesmann At (305) 858 0220
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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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> |
|----------------|---------------------------|
| NBR 3114, Inc. | Florida <u>9000006774</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------|----------------------------|
| Acqualina 1402, Inc. | Florida <u>08000078520</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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

The President shall execute the Articles of Merger and Plan of Merger after the shareholder approvals of the merging and surviving corporations are given, and the Articles of Merger and Plan of Merger shall be filed accordingly.

The primary purposes of this merger are to simplify the corporate structure and to save on unnecessary administrative expenses.

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:

This is a reorganization under Sections 368(a)(1)9A0 and 368(a)(1)(F) of the Internal revenue Code of 1986, as amended and the conversion shall take place as set forth therein.

(Attach additional sheets if necessary)

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>NBR 3114, Inc.</u> | <u>Florida</u> | <u>P09000067774</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| Acqualina 1402, Inc. | Florida | P08000078520 |
| | | |
| | | |
| | | |
| | | |
| | | |

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 / / (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 8, 2011.

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 8, 2011.

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)

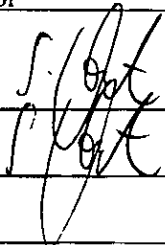
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

NBR 3114, Inc.



Siegfried E. Axtmann, President

Acqualina 1402, Inc.

Siegfried E. Axtmann, President

ATTACHMENT ONE TO PLAN OF MERGER

Surviving Corporation: NBR 3114, Inc.

Merging Corporation: Acqualina 1402, Inc.

The following is hereby being added to section **FOURTH**:

There is no exchange of consideration as the Shareholders are one and the same of both the Merging Company and the Surviving Company.

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