

JUL 7 2010 10:30AM
Division of Corporations

CAPITAL CONNECTION

NO. 9240

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
LIDCE INVESTMENT AND REAL ESTATE INC.

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Merger

To: Tina Thank you !!

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July 6, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LIDECE INVESTMENT AND REAL ESTATE INC.
9240 SUNSET DRIVE
SUITE #204
MIAMI, FL 33173

SUBJECT: LIDECE INVESTMENT AND REAL ESTATE INC.
REF: P09000102975

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Florida law does not provide for the Secretary of State to serve as your registered agent. Please revise your document accordingly.

Please write in the effective date, you have June but no date.

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Tina Roberts
Regulatory Specialist II

FAX Aud. #: H10000155201
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ARTICLE OF MERGER

The following articles of merger aren't being submitted in accordance with section (s) 607.1105 and 607.0120, Florida Statute,

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for it each merging party or as follows:

<u>Name and St. Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Zentrico Investments Inc. 11111 Biscayne Blvd Building III, Apt 455 Coral Gables, FL 33181	Miami, Florida	Corporation

Florida Document/Registration Number: P16000054757

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and St. Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lidece Investment and Real Estate Inc. 11111 Biscayne Blvd Building III, Apt 455 Coral Gables, FL 33181	Miami, Florida	Corporation

THIRD: The attached Plan of Merger meets the requirements of section (s) 607.1101 and 607.1103, Florida Statute, and was approved by each domestic Corporation, that is party to the merger in accordance with Chapter(s) 607.0750 Florida Statute.

FORTH: A) The surviving entity hereby appoints the Florida Secretary of State as his agent for substitute service of process pursuant to Chapter 48, Florida Statute, in any proceeding to enforce any obligation or rights of any dissenting shareholder, partner, and/or members of each domestic Corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FIFTH: The surviving entities agreed to pay the dissenting shareholder, and/or members of each domestic Corporation, that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1301-607.1333, Florida Statute.

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exchange for its assets as the result of its merge into Lidece Investment and Real Estate Inc.

SIXTH; As used in this Agreement, the term "Effective Date" shall mean the date upon which Articles of Merger are filed with the Florida Department of State, as provided for in Florida Statutes 607.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607-1101, 607-1103 and 607-0705, of the Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Zentrico Investments Inc., Miami, Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

Lidccc Investment and Real Estate Inc.

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

Zentrico Investments Inc., is to transfer all of its assets to Lidccc Investment and Real Estate Inc. exchange for 100 shares of its common stock. The holder of 100% of the voting stock of each these corporations is Carmen Helena Nuñez Degwitz.

FOURTH: On the Effective Date, all property, rights, privileges, powers and franchises of the Merged Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Surviving Entity.

FIFTH: After the merge Zentrico Investments Inc. is liquidated and all of its assets become the property of Lidccc Investment and Real Estate Inc. and Carmen Helena Nuñez Degwitz. becomes the owner of the 100 shares of Lidccc Investment and Real Estate Inc. received by Zentrico Investments Inc. in

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SIXTH: The surviving entity has obtained the written consent of each shareholder pursuant to section(s) 607.0121, Florida Statute.

SEVENTH: The merger is permitted under the respective law of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of any Corporation that is a party to the merger.


EIGHTH: The merger shall become effective as of June 30th 2010. The date of the Articles of Merger are filed with the Florida Department of State.

NINTH: The Articles of Merger compiled and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: 100% of the Shareholders of Zentrico Investments Inc. and Lidece Investments and Real Estate Inc. have approved this merge.

ELEVENTH: Signature(s) for each party:

ZENTRICO INVESTMENTS INC.

By 
Carmen Holand Nunez Degwitz,
President

LIDEC INVESTMENT AND REAL ESTATE INC.

By 
Carmen Holand Nunez Degwitz,
President