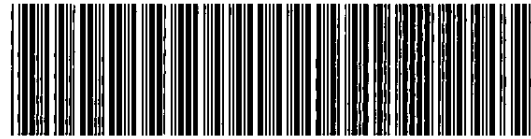


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10/14/11--01009--026 **105.00

10/14/11--01009--027 **8.75

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J. SAULSBERRY
EXAMINER

OCT 17 2011

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PM Investment Holding INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Michael Banner

Contact Person

Smallbiz.com, Inc.

Firm/Company

PO BOX 13092

Address

Tucson, AZ 85732

City, State and Zip Code

mbanner@smallbiz.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Banner

Name of Contact Person

at (520)

881-3989

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75 + APOSTILE (SEE ATTACHED)

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PM GROUP USA LLC	Florida	LLC L10000116245
PM CO. GEST. IM. L.L.C.	Florida	LLC L10000111174
PM Investment Holding Inc.	Florida	INC. P10000102374
-----	-----	-----

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PM Investment Holding Inc.	Florida	INC.

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

PAYG

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

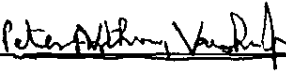
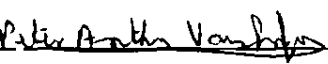
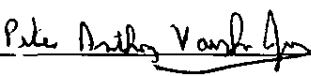
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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PM GROUP USA LLC		Peter Antony Vaughan Jones
PM CO. GEST. IM. L.L.C.		Peter Antony Vaughan Jones
PM Investment Holding INC.		Peter Antony Vaughan Jones
-----	-----	-----

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PM GROUP USA LLC	Florida	LLC
PM CO. GEST. IM. L.L.C.	Florida	LLC
PM Investment Holding INC.	Florida	INC.
-----	-----	-----
-----	-----	-----

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PM Investment Holding INC.	Florida	INC.

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

The merger will take place without any special condition since the sole
 managing member of PM Group USA LLC & PM Co. Gest. IM. L.L.C and the
 President and sole shareholder of the surviving entity is Mr. Peter Anthony Vaughn
 Jones. -----

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(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All the assets, interests, contracts, shares, obligations and debts of all the
merging parties will merge in the surviving party without any special condition
since the sole managing member of PM Group USA LLC & PM Co. Gest. IM. L.L.C
and the President and sole shareholder of the surviving party is Mr. Peter Antony
Vaughan Jones.-----

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There is no need to include this clause since the sole managing member of all
merging parties and the President and sole shareholder of the surviving party is
Mr. Peter Antony Vaughan Jones.-----

(Attach additional sheet if necessary)

P. J. V.

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

P. J. V. D.

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NONE

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NONE

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