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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : GREENBERG TRAUIG CONSULTING INC  
Account Number : I20140000080  
Phone : (305) 579-7882  
Fax Number : (305) 961-5722

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 MAY 25 A 11:49

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: Entins2@gmail.com

**MERGER OR SHARE EXCHANGE  
JAGUAR OC FLORIDA INC.**

Certificate of Status	0
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*M. J. [Signature]*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Jaguar OC Florida 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:

Seth J. Entin

\_\_\_\_\_  
Contact Person

Greenberg Traurig, P.A.

\_\_\_\_\_  
Firm/Company

333 SE 2nd Avenue, Suite 4400

\_\_\_\_\_  
Address

Miami, FL 33131

\_\_\_\_\_  
City/State and Zip Code

entins@gtlaw.com

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

For further information concerning this matter, please call:

Seth J. Entin

\_\_\_\_\_  
Name of Contact Person

At ( 305 )

579-0795

\_\_\_\_\_  
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

**ARTICLES OF MERGER**

**JAGUAR EQUITIES INC.**

**(A British Virgin Islands Corporation)**

**Into**

**JAGUAR OC FLORIDA INC.**

**(A Florida Corporation)**

Pursuant to the provisions of Section 607.1101, 607.1104, 607.1105, 607.1107 of the Florida Business Corporation Act, JAGUAR EQUITIES INC., a corporation organized and existing under the laws of the British Virgin Islands ("Equities"), and JAGUAR OC FLORIDA INC., a Florida corporation ("OC"), hereby adopt the following Articles of Merger for the purpose of merging Equities into OC (the "Merger").

1. The plan of merger ("Plan of Merger") is attached hereto as Exhibit "A" and incorporated herein by reference.

2. These Articles of Merger shall be effective upon their filing with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, Equities shall be merged with and into OC, with OC being the surviving corporation of the Merger, and the separate existence of Equities shall cease to exist.

3. The Plan of Merger was adopted by the sole Director and sole shareholder of Equities by unanimous written consent on May 1, 2017.

4. The Plan of Merger was adopted by the sole Director and sole shareholder of OC by unanimous written consent on May 1, 2017.

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TALLAHASSEE, FLORIDA

05/25/2017

11:58

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IN WITNESS WHEREOF, these Articles of Merger have been executed by Equities and OC as of the 1st day of May, 2017.

**JAGUAR EQUITIES INC.**, a corporation  
organized and existing under the laws of the  
British Virgin Islands

By: 

Camilo del Nino Jesus Saiz Bejarano,  
Director

**JAGUAR OC FLORIDA INC.**, a Florida  
corporation

By: 

Santiago Parde, Director

05/25/2017

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**EXHIBIT A**  
**PLAN OF MERGER**

MIA 185358866v1

**AGREEMENT AND PLAN OF MERGER  
MERGING  
JAGUAR EQUITIES INC.  
WITH AND INTO  
JAGUAR OC FLORIDA INC.**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement"), effective as of May 1, 2017, is made by **JAGUAR EQUITIES INC.**, a corporation organized and existing under the laws of the British Virgin Islands ("Equities") and **JAGUAR OC FLORIDA INC.**, a Florida corporation and a wholly owned subsidiary of Equities ("OC").

**WHEREAS**, Equities and OC desire to effect the statutory merger of Equities with and into OC pursuant to the Act, with OC to survive such merger;

**WHEREAS**, Equities and OC have adopted and approved this Agreement in accordance with Sections 607.1103 and 607.1107 of the Florida Business Corporation Act (the "Act"); and

**WHEREAS**, the parties hereto intend that the transactions described in this Agreement shall, taken together, constitute a tax-free reorganization described in section 368(a)(1) of the Internal Revenue Code (the "Code"), and that this Agreement shall constitute a plan of reorganization within the meaning of Section 1.368-2(g) of the Treasury Regulations (the "Regulations").

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Terms and Conditions of Merger.** Equities shall, pursuant to the provisions of the Act, be merged with and into OC (the "Merger"), which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Date (as set forth in paragraph 3), the existence of Equities shall cease. On the Effective Date, the corporate existence of OC, with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation it shall succeed to all the rights, assets, liabilities and obligations of Equities as and to the extent provided in Section 607.1106 of the Florida Business Corporation Act.

2. **Capital Stock.** Upon the Effective Date, by virtue of the Merger: (a) each of the shares of common stock of Equities that are owned by Equities as treasury stock shall be cancelled and cease to exist; (b) each issued and outstanding share of common stock of Equities (excluding shares cancelled under Section 2(a)) shall be surrendered and converted into the right to receive one fully paid and non-assessable share of the common stock of OC; (c) each share of common stock of OC that is issued and outstanding immediately prior to the Effective Date shall be cancelled and cease to exist; and (d) each person who becomes entitled to receive common stock in OC by virtue of the Merger shall be entitled to receive from OC, as promptly as practicable after the Effective Date, a certificate representing the number of shares of OC to which such person is entitled.

3. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and, as of the Effective Date, OC shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of Equities.

4. **Officers and Directors.** The officers and directors of OC immediately prior to the Effective Date shall be the officers and directors of OC as of and after the Effective Date.

5. **Articles of Incorporation.** The Articles of Incorporation of OC that are in effect immediately prior to the Effective Date shall be the Articles of Incorporation of OC as of and after the Effective Date.

6. **Bylaws.** The Bylaws of OC that are in effect immediately prior to the Effective Date shall be the Bylaws of OC as of and after the Effective Date.

7. **U.S. Federal Income Tax Treatment.** The transactions contemplated by this Agreement, taken together, are intended to constitute a reorganization within the meaning of Section 368(a)(1) of the Code. This Agreement shall constitute a plan of reorganization within the meaning of Section 1.368-2(g) of the Regulations. The Parties agree to report the transactions effected pursuant to this Agreement in a manner consistent with the treatment of such transactions as a reorganization under Section 368(a) of the Code, and none of them shall take a position on any tax return, before any taxing authority, or in any judicial proceeding that is, in any manner, inconsistent with such treatment.

8. **Further Assurance of Title.** From time to time, as and when requested by OC or by its successors and assigns, there shall be executed and delivered on behalf of Equities such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in OC the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of Equities, and otherwise carry out the purposes of this Plan of Merger, and the officers of OC are fully authorized in the name and on behalf of Equities or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. **Approval by Shareholder and Board of Directors of Equities.** This Plan of Merger was approved and adopted by the sole shareholder and the sole Director of Equities pursuant to that certain Unanimous Written Consent of the Sole Director and the Sole Shareholder of Equities, dated May 1, 2017.

10. **Approval by Shareholder and Board of Directors of OC.** This Plan of Merger was approved and adopted by the sole shareholder and sole Director of OC pursuant to that certain Unanimous Written Consent of the Sole Director and the Sole Shareholder of OC, dated May 1, 2017.

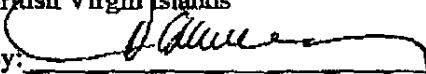
11. **Counterparts.** This Plan of Merger may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Any counterpart may be executed by facsimile or any image transmitted by electronic mail (such as a portable document format (PDF) file) which shall be treated the same as a manually signed original.

[SIGNATURE PAGE FOLLOWS]



**IN WITNESS WHEREOF**, this Plan of Merger has been executed as of the date first set forth above.

**JAGUAR EQUITIES INC.**, a corporation  
organized and existing under the laws of the  
British Virgin Islands

By:   
Camilo del Nino Jesus Saiz Bejarano,  
Director

**JAGUAR OC FLORIDA INC.**, a Florida  
corporation

By:   
Santiago Pardo, Director