

P 11000058549

Florida Department of State
Division of Corporations
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Division of Corporations
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**MERGER OR SHARE EXCHANGE
NEW ARECA CORP**

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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8/22/14

FILED
14 AUG 21 AM 9:15
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14 AUG 21 PM 4:19
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



August 18, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NEW ARECA CORP
9130 S DADELAND BLVD
SUITE 1600
MIAMI, FL 33156

SUBJECT: NEW ARECA CORP
REF: P11000058549

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

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

✓ The name of the surviving corporation is incorrect in Section 2. GOVERNING DOCUMENTS in the first line of the paragraph of the PLAN OF MERGER.

Section 4. OFFICERS in the paragraph it mentions the offices of the merging corporation shall be the officers of the surviving corporation.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: E14000193062
Letter Number: 814A00017692

FILED
14 AUG 21 AM 9:15
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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>NEW ARECA CORP</u>	<u>FLORIDA</u>	<u>P11000058549</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ARECA PARTNERS, CORP.</u>	<u>FLORIDA</u>	<u>P05000074120</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
07/01/2014 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

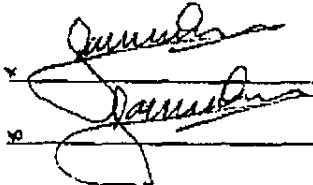
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
07/01/2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & Title

NEW ARECA CORP



AVAKIAN, ADOLFO D - P

Areca Partners, Corp

AVAKIAN, ADOLFO DANIEL - PSD

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>
<u>NEW ARECA CORP</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ARECA PARTNERS, CORP.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

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:

SEE ATTACHED

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

PLAN OF MERGER

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

ARECA PARTNERS CORP (FL) shall be merged with and into NEW ARECA CORP (FL) (the "Merger") such that NEW ARECA CORP (FL) shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and the Merger shall become effective at the time provided by applicable law (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation of NEW ARECA CORP (FL) shall be the Certificate of Incorporation of the Surviving Corporation upon the consummation of the Merger, and also shall be the By-laws of the Surviving Corporation.

3. Directors. The persons who are directors of NEW ARECA CORP (FL) immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Officers. The persons who are officers of ARECA PARTNERS CORP (FL) immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation. The name of officer of the surviving company is:

Adolfo D Avakain - President
9130 S Dadeland Blvd, Ste 1600
Miami, FL 33156

5. Succession. At the Effective Time, the separate corporate existence of ARECA PARTNERS CORP (FL) shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of ARECA PARTNERS CORP (FL) shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of ARECA PARTNERS CORP (FL), its shareholders,

Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to ARECA PARTNERS CORP (FL). The employees and agents of ARECA PARTNERS CORP (FL) shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of ARECAR PARTNERS CORP (FL).

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:

At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (i) each share of ARECA PARTNERS, CORP (FL) common stock, par value \$1.00 per share ("ARECA PARTNERS CORP (FL) Common Stock"), issued and outstanding immediately prior to the Effective Time shall be changed and converted into one (1) validly issued, fully paid and non assessable share of NEW ARECA CORP (FL) common stock, par value \$1.00 per share ("NEW ARECA CORP (FL) Common Stock").