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14 AUG -2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

8/3/11

DC

MARK E. FRIED, P.A.

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Miami, FL 33131

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E-Mail: mfried@markfriedlaw.com

TO: Becky
New Filing Section, Division of Corporations

FROM: Mark E. Fried, Esq.

DATE: July 22, 2011

RE: Simultaneous Filing of
Articles of Incorporation for EXIM America USA Corporation and
Articles of Merger of EXIM America USA Corporation (Survivor) and EXIM
America Corporation, an Alabama corporation (merging corporation)

Your section did not accept the filing of the articles of incorporation of EXIM America USA Corporation because EXIM America Corporation, an Alabama corporation, was registered to do business in the State of Florida under the name Exim America USA Corporation. On June 6, 2011, you advised me that the articles of incorporation of EXIM America USA Corporation could be filed simultaneously with the Articles of Merger of the two corporations.

Enclosed are the Articles of Incorporation of EXIM America USA Corporation and the Articles of Merger, together with the checks for the filing fees.

Thank you for your follow-up.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EXIM America USA Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mark E. Fried
Contact Person

Mark E. Fried, P.A.
Firm/Company

1110 Brickell Avenue, Ste. 310
Address

Miami, FL 33131
City/State and Zip Code

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

For further information concerning this matter, please call:

Mark E. Fried At (305) 371-7079
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

ARTICLES OF MERGER

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)
EXIM America USA Corporation	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EXIM America Corporation	Alabama	241-643

EXIM America USA Corporation	Florida	

SECRETARY OF STATE
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ALABAMA STATE

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 June 20, 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 June 29, 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)

Daniel Alberto Rangel President

PLAN OF MERGER

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:

Name

EXIM America USA Corporation

Second: The name and jurisdiction of each merging corporation:

Name

EXIM America USA Corporation

EXIM America Corporation

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

At the Effective Time of the Merger all of the property, rights, privileges, powers and franchises of EXIM America Corporation and EXIM America USA Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of EXIM America Corporation and EXIM America USA Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

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:

Each share of EXIM America Corporation Common Stock issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into the right to receive one share of EXIM America USA Corporation Common Stock. (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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: