

10/21/2013 15:15:27 From: To: (850) 617-6380 (1/5 )

Division of Corporations

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**Florida Department of State  
Division of Corporations  
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*merger*  
OCT 22 2013  
R. WHITE

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

8932658

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
CASTLE P3 CORP.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Castle p3 Corp.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

OSCAR GRISALES RACINI  
Contact Person

GRSH LAW  
Firm/Company

20801 BISCAYNE BLVD. #306  
Address

AVENTURA, FL 33180  
City/State and Zip Code

OGRISALES@GRSHLAW.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

OSCAR GRISALES At ( 305 ) 792-0439  
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

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SECRETARY OF STATE  
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)
Castle p3 Corp. <del>Castle p3 Corp.</del>	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Castle p3 Corporation <del>Castle p3 Corp.</del>	Florida	P11000078477 <del>P11000078477</del>

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 9/27/2013

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

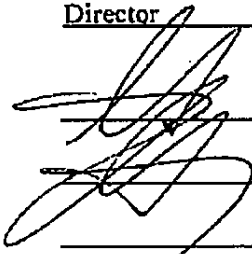
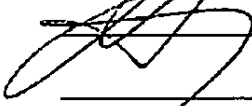
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 9/27/2013

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Castle p3 Corp.</u>		<u>Claudio Picon - President</u>
<u>Castle p3 Corporation</u>		<u>Claudio Picon - President</u>
_____	_____	_____
_____	_____	_____
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**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>Castle p3 Corp.</u>	<u>Delaware</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Castle p3 Corporation</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

Castle p3 Corporation, a Florida corporation shall hereby merge with Castle p3 Corp., a Delaware corporation and under the provisions of IRC Section 368 (a)(1)(C); after the merger Castle p3 Corporation, a Florida corporation shall be liquidated and Castle p3 Corp., a Delaware corporation shall be 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:

100 shares of Castle p3 Corporation., a Florida corporation. shall be exchanged for 100 shares of Castle 505 Corp., a Delaware corporation.

*(Attach additional sheets if necessary)*

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