

PI2000040800

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EXAMINER



300241226883

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12 OCT 29 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Triangle Real Estate, L.L.C.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Jeffrey Rubinstein
Contact Person

Rubinstein & Associates, P.A.
Firm/Company

18001 Old Cutler Rd. Ste. 600
Address

Palmetto Bay, FL 33157
City/State and Zip Code

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

For further information concerning this matter, please call:

Jeffrey Rubinstein At (305) 374 5500
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 being submitted in accordance with section(s) 607.1109 and/or 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Triangle Real Estate, LLC 81 Washington Avenue Miami Beach, Florida 33139 Florida Document/Registration Number: N/A	Delaware FEI Number: 46-0905813	Limited Liability Corporation
2. Triangle Real Estate, Inc. 18001 Old Cutler Road, Ste 600 Palmetto Bay, FL 33157 Florida Document/Registration Number: P12000040800	Florida FEI Number:	Corporation

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Triangle Real Estate, LLC 81 Washington Avenue Miami Beach, Florida 33139 Florida Document/Registration Number: N/A	Delaware FEI Number: 46-0905813	Limited Liability Corporation

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, and/or 617.1103, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, and/or 608, Florida Statutes.

FOURTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger

SIXTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1109, and/or 608.4381(2), Florida Statutes.

EIGHTH: The merger shall become effective as of:

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Name of Entity

Signature(s)

Typed or Printed Name of Individual

~~Managing Member~~

_Carlos Justo

President, Incorporator, Sole Director
and Sole Shareholder

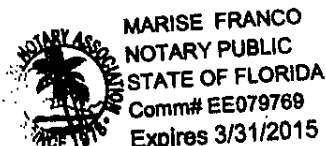
Jeffrey Rubinstein, Esquire

SS:

COUNTY OF MIAMI- DADE

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, said County and State, this 5th day of October 2012.

My Commission Expires:



PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, and/or 608.4381, is being submitted in accordance with section(s) 607.1108, and/or 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Triangle Real Estate, LLC	Delaware
Triangle Real Estate, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Triangle Real Estate, LLC	Delaware

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

\$10.00 and other good and valuable consideration.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Stock for Stock.

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

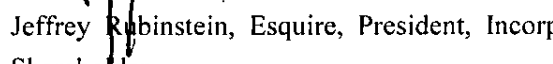
One Share for One Share.

Name of Entity Signature(s)
Triangle Real Estate, LLC

Triangle Real Estate, Inc.

Typed or Printed Name of Individual


Carlos Jusfo, Managing Member


Jeffrey Rubinstein, Esquire, President, Incorporator, Sole Director and Sole Shareholder

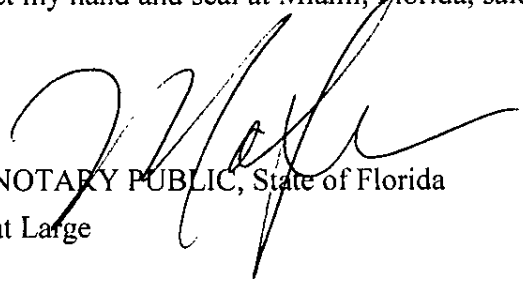
STATE OF FLORIDA)

SS:

COUNTY OF MIAMI- DADE)

I HEREBY CERTIFY that CARLOS JUSTO who provided Florida Identification Number J230113554660 this day personally appeared before me and acknowledged that he executed the foregoing instrument freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, said County and State, this 5th day of October 2012.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



MARISE FRANCO
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE079769
Expires 3/31/2015