

P13000042878

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
SEP 23 2013
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DLC International Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Rita van de Sande

Contact Person

DLC International Inc.

Firm/Company

13400 SW 70 Ave.

Address

Miami, Florida 33156

City, State and Zip Code

ritavds@bellsouth.net

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

For further information concerning this matter, please call:

Rita van de Sande

Name of Contact Person

at (305) 234-6042

Area Code and Daytime Telephone Number

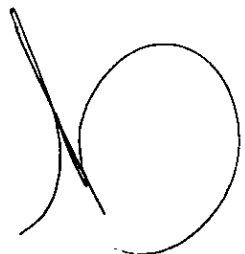
☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



September 12, 2013

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

Ref: Merger of **World Marine Diesel Inc.** (P10000047504) with **DLC International Inc.** (P13000042878)

Attached please find the Articles of Merger pursuant to Section 607.1109 or 617.0302, Florida Statutes, requesting the registry of the merger between **World Marine Diesel Inc.** and **DLC International Inc.**, both current Florida Corporations.

As stated in the document, **DLC International Inc.** will be the surviving entity. The reason for the merger is that both companies belong 100% to the same person and are managed by the same person, Mr. Luiz Antonio Caporali. **DLC International Inc.** will be assuming all the assets and liabilities of **World Marine Diesel Inc.**

Enclosed please find our check #210 in the amount of \$78.75 for the registry and the certified copy.

We kindly request the the merger be dated August 30, 2013.

Please notify us as soon as possible.

if there are any questions, please call us at 305-234-6042.

Cordially,



Rita van de Sande
Incorporator of World Marine Diesel Inc. and DLC International Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

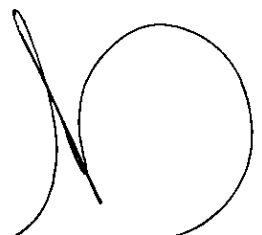
FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
P10000047504 World Marine Diesel Inc.	State of Florida	For Profit - C. Corp.
DLC International Inc.	State of Florida	For Profit - C. Corp.
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
P13000042878 DLC International Inc.	State of Florida	For Profit - C. Corp.

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.



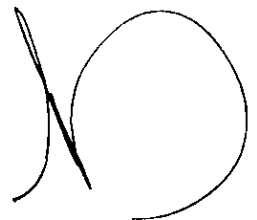
FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed

Name of Individual:

World Marine Diesel Inc.

Luiz Antonio Caporali

DLC International Inc.

Luiz Antonio Caporali

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:


Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
World Marine Diesel Inc.	State of Florida	For Profit - C. Corp.
DLC International Inc.	State of Florida	For Profit - C. Corp.
_____	_____	_____
_____	_____	_____

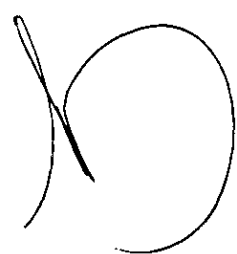
SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DLC International Inc.	State of Florida	For Profit - C. Corp.

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

All assets and liabilities of World Marine Diesel will be assumed by DLC International Inc.

(Attach additional sheet if necessary)



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

World Marine Diesel Inc. will be merged into DLC International Inc.

The companies have common shareholders so there will be no exchange of values.

DLC International Inc. will assume all debts and liabilities of World Marine Diesel Inc.

DLC International Inc. will assume all assets and contractual rights of World Marine Diesel Inc.

(Attach additional sheet if necessary)

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

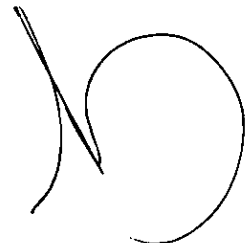
World Marine Diesel Inc. will be merged into DLC International Inc.

The companies have common shareholders so there will be no exchange of values.

DLC International Inc. will assume all debts and liabilities of World Marine Diesel Inc.

DLC International Inc. will assume all assets and contractual rights of World Marine Diesel Inc.

(Attach additional sheet if necessary)

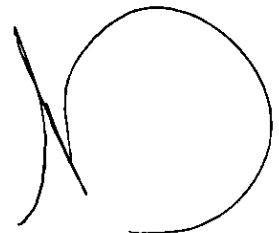


FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

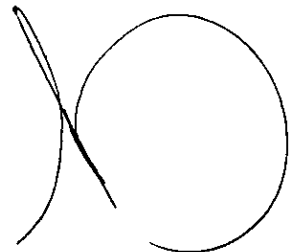
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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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