

PI3000097378

Dec 13, 2013 4:20PM
Division of Corporations

No. 0625 Pg. 1/8

Florida Department of State
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**MERGER OR SHARE EXCHANGE
PPC PROPERTIES, INC.**

Certificate of Status	0
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ARTICLES OF MERGER 2013 DEC 13 PM 12:30
(Profit Corporations)

DEPT. OF STATE
BUSINESS CORPORATION ACT, FLORIDA

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)
PPC PROPERTIES, INC.	Florida	P13000097378

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JINX REALTY CORPORATION, INC.	New York	825530

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 12.10.13

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)


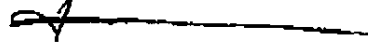
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12.10.13

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)

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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 & Title</u>
PPG PROPERTIES, INC.		Paul Chiarani, President
JINX REALTY		
CORPORATION, INC.		Paul Chiarani, Chief Executive Officer
		

(#130002740323) No. 1625 P. 4/8

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>PPC PROPERTIES, INC.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>J I N X REALTY CORPORATION, INC.</u>	<u>New York</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:

Terms and conditions are described in Article III of the attached Plan of Merger.

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 one J I N X REALTY CORPORATION, INC., share is to be converted into one PPC PROPERTIES, INC., share.

(Attach additional sheets if necessary)

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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:

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**PLAN OF MERGER OF
 J I N X REALTY CORPORATION, INC.
 AND
 PPC PROPERTIES, INC.
 INTO
 PPC PROPERTIES, INC.**

**ARTICLE I
 NAMES OF CONSTITUENT CORPORATIONS**

1. The names of the constituent corporations are J I N X REALTY CORPORATION, INC. and PPC PROPERTIES, INC.
2. The name of the surviving corporation is PPC PROPERTIES, INC.

**ARTICLE II
 OUTSTANDING SHARES OF CONSTITUENT CORPORATIONS**

1. As to J I N X REALTY CORPORATION, INC., the designation and number of outstanding shares of each class and series are: 1000 voting common shares. The classes and series entitled to vote are: all 1000 common shares.
2. As to PPC PROPERTIES, INC., the designation and number of outstanding shares of each class and series are: 1000 voting common shares. The classes and series entitled to vote are: all 1000 common shares.

**ARTICLE III
 TERMS AND CONDITIONS OF MERGER**

1. **Conversion of Shares of J I N X REALTY CORPORATION, INC.**

The manner and basis of converting the shares of J I N X REALTY CORPORATION INC. into shares, bonds, or other securities of PPC PROPERTIES, INC., shall be as follows: Each share of J I N X REALTY CORPORATION, INC., (sometimes referred to herein as the "Surviving Corporation") outstanding on the effective date of the merger and all rights in respect thereof shall, forthwith upon such effective date, be converted into, and

become exchanged for one share of PPC PROPERTIES, INC., and each holder of such shares of J I N X REALTY CORPORATION, INC. shall thereafter be entitled, upon presentation for surrender to PPC PROPERTIES, INC., or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the number of fully paid and non-assessable shares of PPC PROPERTIES, INC., to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

2. By-Laws of Surviving Corporation.

The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

3. First Annual Meeting of Surviving Corporation.

The first annual meeting of the shareholders of the Surviving Corporation held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 2013.

4. Meeting of Board of Directors of Surviving Corporation.

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

5. Officers of Surviving Corporation.

All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the Surviving Corporation shall elect or appoint their successors.

**ARTICLE IV
MISCELLANEOUS PROVISIONS**

1. Authorization by Shareholders.

This plan shall be submitted to the respective shareholders of the Constituent Corporations for their authorization thereof pursuant to law.

2. Effective Date of Merger; Effect of Merger.

(a) The merger shall be effected upon the filing of the certificate of merger by the Department of State, and the certificate of merger shall contain no provision to the contrary.

(b) The merger shall have the effect specified in N.Y. Bus. Corp. Law § 906(b) and F.L. Statutes § 607.1106(a)(1).

3. Abandonment of Plan.

Notwithstanding shareholder authorization of this plan of merger, this plan may be abandoned by either of the constituent corporations at any time prior to the filing of the certificate of merger by the Department of State if it becomes the opinion of the board of directors of such corporation that events or circumstances have occurred which render the merger inadvisable. The filing of the certificate of merger by the Department of State shall establish conclusively that this plan has not been abandoned.

4. Expenses of Merger.

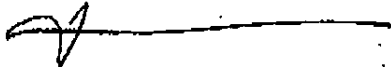
The Surviving Corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

5. Counterparts.

For the convenience of the parties and to facilitate approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

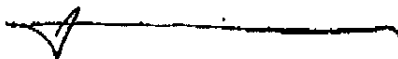
IN WITNESS WHEREOF, this plan of merger has been subscribed on behalf of J I N X REALTY CORPORATION, INC., on December 10, 2013, and on behalf of PPC PROPERTIES, INC., on December 10, 2013, by the undersigned duly authorized officers of those corporations, the plan already having been duly adopted by the board of directors of J I N X REALTY CORPORATION, INC., on December 10, 2013, and by the board of directors of PPC PROPERTIES, INC., on December 10, 2013.

J I N X REALTY CORPORATION, INC.



By: Paul Chiarani, Chief Executive Officer and Shareholder

PPC PROPERTIES, INC.,



By: Paul Chiarani, President and Shareholder