

P19000007846

FAX AUDIT NO.: H19000040202 3

Florida Department of State
Division of Corporations
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((H19000040202 3)))



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MERGER OR SHARE EXCHANGE
BAJA FERRIES U.S.A., INC.

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February 5, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BAJA FERRIES U.S.A., INC.
2601 S BAYSHORE DR STE 1110
MIAMI, FL 33133

SUBJECT: BAJA FERRIES U.S.A., INC.
REF: P19000007846

2019 FEB -5 PM 4:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

FAX Aud. #: E19000040202
Letter Number: 819AC0002530

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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)
BAJA FERRIES U.S.A., INC.	FLORIDA	P19000007846

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BAJA FERRIES U.S.A., INC.	TEXAS	803134981

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 February 4, 2019.

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 February 4, 2019.

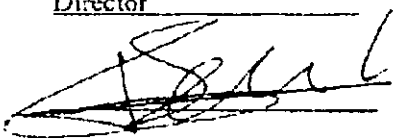
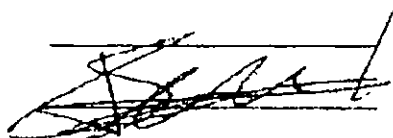
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(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>
BAJA FERRIES U.S.A., INC. a Texas Corporation		DANIEL BERREBI, DIRECTOR
BAJA FERRIES U.S.A., INC. a Florida corporation		DANIEL BERREBI, DIRECTOR

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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>
BAJA FERRIES U.S.A. INC.	FLORIDA
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
BAJA FERRIES U.S.A., INC.	TEXAS
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

BAJA FERRIES U.S.A., INC., A FLORIDA CORPORATION, THE SURVIVING COMPANY AND BAJA FERRIES U.S.A., INC., A TEXAS CORPORATION HAVE ADOPTED THE PLAN OF MERGER AS OF FEBRUARY 4, 2019.

THE SURVIVING COMPANY WILL ASSUME ALL BUSINESS, LEASES AND FISCAL RESPONSIBILITIES UNDER THE NAME OF BAJA FERRIES U.S.A. INC., A FLORIDA 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:

(Attach additional sheets if necessary)

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