

DEC. 24. 2009 (12:41 PM) Tons

RICARDO MARTINEZ

NO. 617

P.P. 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
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From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 859-7494
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MERGER OR SHARE EXCHANGE
BRICKELL COMMUNICATIONS GROUP, INC., a FL. corp.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$122.50

EFFECTIVE DATE

Jan 1, 2010

Merger
cc/aus

10/12/34/09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: _____
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Carlos A. Montaner, a/k/a Carlos Montaner
Contact Person

FIRMA PRESS CORPORATION
Firm/Company

2333 Brickell Avenue, Suite H-1
Address

Miami, Florida 33129
City/State and Zip Code

montaner.ca@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carlos A. Montaner, a/k/a Carlos Montaner At (786) 210 6896
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

EFFECTIVE DATE

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)
FIRMA PRESS CORPORATION	Florida	P95000023626

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SEE EXHIBIT "A," ATTACHED.</u>	<u>Florida</u>	<u>P95000009358</u>
<u>SEE EXHIBIT "B," ATTACHED.</u>	<u>Florida</u>	<u>P09000020041</u>

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 01 / 01 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger filing 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 12/23/2009

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 12/23/2009

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)

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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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>FIRMA PRESS CORPORATION</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SEE EXHIBIT "A," ATTACHED.</u>	<u>Florida</u>
<u>SEE EXHIBIT "B," ATTACHED.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

On Midnight December 31, 2009, effective January 1, 2010, BRICKELL COMMUNICATIONS GROUP, INC., a Florida corporation, and THE PLATINUM BUSINESS CLUB INC., f/k/a THE PLATINUM OFFICE CORPORATION, a Florida corporation, will merge into FIRMA PRESS CORPORATION, a Florida surviving corporation, with its current articles of incorporation and bylaws to remain unchanged, as unanimously approved by a duly noticed joint special of all stockholders and directors of said corporations, with Carlos A. Montaner, a/k/a Carlos Montaner, elected to act as sole director, President, Secretary and Treasurer of FIRMA PRESS CORPORATION, a Florida surviving corporation, until his resignation or the election of his successor(s).

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:

SEE EXHIBIT "C," ATTACHED AND BY REFERENCE MADE A PART HEREOF.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
N/A. Articles of incorporation and bylaws to remain unchanged.

OR

Restated articles are attached:
N/A. Articles of incorporation and bylaws to remain unchanged.

Other provisions relating to the merger are as follows:
N/A. Articles of Incorporation and bylaws to remain unchanged.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
N/A.	

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
N/A.	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:
N/A.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:
N/A.

EXHIBITS ATTACHED AND INCORPORATED BY REFERENCE:

EXHIBIT "A":
BRICKELL COMMUNICATIONS GROUP, INC.

EXHIBIT "B":
THE PLATINUM BUSINESS CLUB INC., f/k/a THE PLATINUM OFFICE CORPORATION.

EXHIBIT "C":
All issued and outstanding shares of BRICKELL COMMUNICATIONS GROUP, INC., a Florida corporation, and THE PLATINUM BUSINESS CLUB INC., f/k/a THE PLATINUM OFFICE CORPORATION, a Florida corporation, will be converted into shares of FIRMA PRESS CORPORATION, a Florida surviving corporation, of their equal respective par value.

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)