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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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merger
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MERGER OR SHARE EXCHANGE
CAVAL REAL ESTATE MANAGEMENT CORP.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CAVAL REAL ESTATE MANAGEMENT CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

ARMANDO PEREZ-ROURA

Contact Person

CAVAL REAL ESTATE MANAGEMENT CORP.

Firm/Company

1553 SAN IGNACIO AVENUE

Address

CORAL GABLES, FL. 33134

City/State and Zip Code

amando@caval.com

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

For further information concerning this matter, please call:

ARMANDO PEREZ-ROURA

At (305) 477-1196

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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)
Caval Real Estate Management Corp.	Florida	P95000094792

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ville Family Properties, Inc.	Florida	P94000045966

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 November 21, 2015
DECEMBER

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 November 21, 2015
DECEMBER

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Caval Real Estate Management

Jose Valle, President

Valle Family Properties, Inc.

José Valle, President

PLAN AND AGREEMENT OF MERGER
Between
CAVAL REAL ESTATE MANAGEMENT CORP.

And
VALLE FAMILY PROPERTIES, INC.

This Plan and Agreement of Merger is made, and entered into, on the 21
day of December, 2015, by and between CAVAL REAL ESTATE
MANAGEMENT CORP., a Florida corporation, hereinafter referred to as the
Surviving Corporation, and VALLE FAMILY PROPERTIES, INC., a Florida
corporation, hereinafter referred to as the Merged Corporation. Said Corporations are
hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS the Surviving Corporation is organized and exists under the laws of the
State of Florida, having filed its Articles of Incorporation in the Office of the Secretary
of State of the State of Florida on December 14, 1995; and

WHEREAS the total number of shares of stock which the Surviving Corporation has
authority to issue is 7,500 shares, of which 100 shares are now issued and outstanding;
and

WHEREAS the Merged Corporation is organized and exists under the laws of the State
of Florida, its Articles of Incorporation having been filed in the office of the Secretary
of State of the State of Florida on June 20, 1994; and

WHEREAS the aggregate number of shares which the Merged Corporation has
authority to issue is 500, of which 100 shares are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of the State of Florida, which permit such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their Boards of Directors, do hereby agree as follows:

ARTICLE I

The Surviving Corporation and the Merged Corporation shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Florida, by the Merged Corporation merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective under the laws of the State of Florida (such time being referred to herein as the "effective date of the merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida.
2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claims, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

4. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.

5. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.

6. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders.

ARTICLE IV

The shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in the following manner:

1. Each share of each Constituent Corporation shall be converted into one fully paid and non-assessable share(s) of capital stock of the Surviving Corporation.

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

ARTICLE VI

If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.


ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the Bylaws of each Constituent Corporation and with the laws of the State of Florida, and upon (1) The approval by the shareholders of each Constituent Corporation, and (2) The subsequent execution, filing and recording, as necessary, of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations. This Plan and Agreement of Merger may be abandoned by (1) Either of

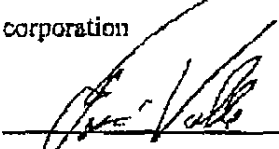
the Constituent Corporations by the action of its Board of Directors if such action is taken before the Plan and Agreement of Merger has been approved by the shareholders of the Constituent Corporation whose Board seeks abandonment, or (2) The mutual consent of the Constituent Corporations if their respective Boards of Directors each adopt a resolution abandoning the Plan and Agreement of Merger before the effective date of the merger.

IN WITNESS WHEREOF, each Constituent Corporation acting by the authority set out in a resolution adopted by its Boards of Directors has directed this Plan and Agreement of Merger to be executed by the President and attested to by the Secretary of each Constituent Corporation.

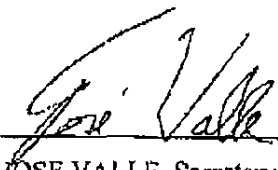
Attest:


JOSE VALLE, Secretary

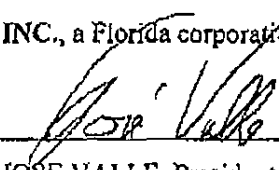
CAVAL REAL ESTATE
MANAGEMENT CORP., a Florida
corporation


JOSE VALLE, President

Attest:


JOSE VALLE, Secretary

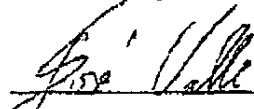
VALLE FAMILY PROPERTIES,
INC., a Florida corporation


JOSE VALLE, President

I, JOSE VALLE, Secretary of CAVAL REAL ESTATE MANAGEMENT CORP., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of the said corporation, was duly submitted to the shareholders of the corporation, at a special

meeting of said shareholders, called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Agreement of Merger, that shares of stock of said corporation were on said date issued and outstanding and that the holders of all of the issued and outstanding shares voted by ballot in favor of said Agreement of Merger and no holders of shares voted by ballot against same, the said affirmative vote representing at least all of the shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the shareholders of said corporation, and the duly adopted agreement of said corporation.

WITNESS my hand and seal on this 21 day of December, 2015.

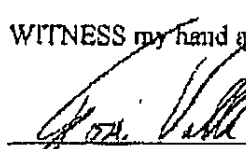

JOSE VALLE, Secretary

Seal:

I, JOSE VALLE, Secretary of VALLE FAMILY PROPERTIES, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of the said corporation, was duly submitted to the shareholders of the corporation, at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Agreement of Merger, that shares of stock of said corporation were on said date issued and outstanding and that the holders of all of the issued and outstanding shares voted by ballot in favor of said Agreement of Merger and no holders of shares voted by ballot against same, the said affirmative vote representing at least all of the shares of the outstanding capital stock of said Corporation, and that thereby the

Agreement of Merger was at said meeting duly adopted as the act of the shareholders of said corporation, and the duly adopted agreement of said corporation.

WITNESS my hand and seal on this 21 day of DECEMBER, 2015.


JOSE VALLE, Secretary

Seal:

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto, and having been adopted separately by the shareholders of each corporate party thereto, in accordance with the provisions of the laws of the State of Florida, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, is now hereby executed under the corporate seals of the respective Corporations, by the authority of the directors and shareholders thereof, as the respective act, deed and agreement of each of said Corporation, on the 21 day of DECEMBER, 2015.

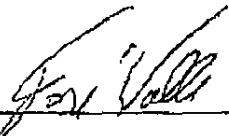
Attest:

CAVAL REAL ESTATE
MANAGEMENT CORP., a Florida
corporation


JOSE VALLE, Secretary

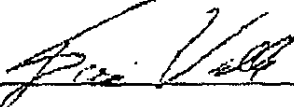

JOSE VALLE, President

Attest:



JOSE VALLE, Secretary

VALLE FAMILY PROPERTIES,
INC., a Florida corporation



JOSE VALLE, President