

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Rockinvest, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$105.00

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18 MAY 29 AM 8:30
Fax Audit No: H180001634193**ARTICLES OF MERGER**
(Profit Corporations)DEPARTMENT OF STATE
TALLAHASSEE, 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)
Rockinvest, Inc.	Florida	P96000051135

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Rockinvest Holding Company	Florida	P18000047742
Rockinvest USA Holdings, Inc.	Flroida	P00000116299

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 N/A / / (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 May 29 2018.

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 May 29 2018.

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

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Name of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleRockinvest, Inc.Jorge Saucedo, PresidentRockinvest Holding CompanyJorge Saucedo, PresidentRockinvest USA Holdings, Inc.Jorge Saucedo, President

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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>Rockinvest, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Rockinvest Holding Company</u>	<u>Florida</u>
<u>Rockinvest USA Holdings, Inc.</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 and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entities shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entities, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entities, and neither the rights of creditors nor any liens on the property of the Absorbed Entities shall be impaired by the 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:

Upon the Effective Date, each issued and outstanding share of common stock of the Surviving Entity and of Rockinvest USA Holdings, Inc. shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. Each issued and outstanding share of common stock of Rockinvest Holding Company shall automatically be converted into shares of the Surviving Entity.

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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:
N/A

OR

Restated articles are attached:
N/A

Other provisions relating to the merger are as follows:

On and after the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Entity immediately prior to the Effective Date shall continue in effect as the Articles of Incorporation and Bylaws of the Surviving Entity, and the directors and officers of the Surviving Entity immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Entity.

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