

P97000106455

(Requestor's Name)

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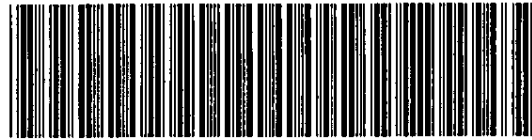
(Business Entity Name)

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12/27/11--01045--013 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN -9 AM 9:34

Mr. Gerke
Ca 1/9/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOAVE HOLDING 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:

Monica Tirado
Contact Person

Piteo Salussolia Corporate Management
Firm/Company

1410 20th street Unit 214
Address

Miami Beach Fl. 33139
City/State and Zip Code

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

For further information concerning this matter, please call:

Monica Tirado At (305) 373 7016
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2011

MONICA TIRADO
PIERO SALUSSOLIA CORPORATE MANAGEMENT
1410 20TH STREET - UNIT 214
MIAMI BEACH, FL 33139

SUBJECT: SOAVE HOLDING CORP.
Ref. Number: P97000106455

We have received your document for SOAVE HOLDING CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 311A00028836

RECEIVED

12 JAN -9 AM 8: 53

TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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.

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DIVISION OF CORPORATION
12 JAN -9 AM 9:34

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SOAVE HOLDING CORP</u>	<u>STATE OF FLORIDA</u>	<u>P97000106455</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Wimbrock Company, S.A.</u>	<u>Panamá, Republic</u>	<u>A Panamanian</u>
	<u>of Panamá.</u>	<u>Corporation</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 12/31/11 (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 12/31/11.

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 12/31/11.

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)


[illegible]

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Signature of PO

LILIANA ZARIF.



MONICA TRADO

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:

Name

WIMBROOK COMPANY, S.A.

PANAMA, REPUBLIC OF PANAMA.

The name and jurisdiction of each **subsidiary** corporation:

Name

SOAVE HOLDING CORP

Table 1 Demographic characteristics of study population

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

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:

(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:

VIRGINIA RODOLFI SOAVE 100% .

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:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of this day of December 31, 2011 by and between **WIMBROOK COMPANY S.A.**, a Panamanian Corporation with its principal address at Mossfon Building 54th E. Street Panamá Republic of Panamá (hereinafter the "**Merging Entity**"), and **SOAVE HOLDING CORP.**, a Florida Corporation with its principal address at 2401 Collins Avenue No 1506 Miami Beach Fl, 33140 (hereinafter the "**Surviving Corporation**")

WITNESSETH

WHEREAS, the Board of Directors and the Shareholders of the Surviving Corporation as per resolution dated December 31, 2011 and Board of Directors and the Shareholder of the Merging Entity as per Resolution dated December 31, 2011 it has been determined for their best interest that the Merging Entity be merged with and into the Surviving Corporation under the laws of the State of Florida, and that said and surviving and continuing corporation shall not be a new corporation but shall be the Surviving Corporation whose existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger as set forth herein (hereinafter referred to as the "Merger"); and

WHEREAS, shares of the Surviving Corporation will be issued in the Merger under the name of Virginia Soave ("Soave") since Soave is the final beneficiary of the Merging Entity and the Merging Entity is the owner of the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants hereinafter set forth, the parties hereby agree as follows:

1. The name of the corporations which are parties to the merger are **SOAVE HOLDING CORP** (the "Surviving Corporation") and **WIMBROOK COMPANY S.A.** (the "Merging Entity").
2. The Merger shall become effective on December 31, 2011 with the State of Florida, (the Effective Date).
3. On the Effective Date the Merging Entity shall be merged with and into the Surviving Corporation, governed by the laws of the State of Florida.

Witness:

Sonia Hamaquin H.
Sonia Hamaquin H.

Witness:

Vanessa Ali
Vanessa Ali

WIMBROOK COMPANY S.A.

a Panamanian Company

By: Mónica Tirado
Authorized Representative

Witness:

Sonia Hamaquin H.
Sonia Hamaquin H.

Witness:

Vanessa Ali
Vanessa Ali

SOAVE HOLDING CORP.

A Florida Corporation

By: Wilma Delano Zamp