

P98000043111

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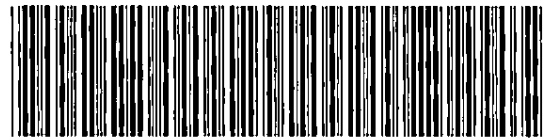
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Special Instructions to Filing Officer.

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Brandon Allen 12/18/18
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Seth advised to
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for Surviving Corp.



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SEC. OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

12/28/18--01002--006 **70.00

EFFECTIVE DATE

Jan 1, 2019

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18 DEC 27 PM 4:26
JAIL
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DIVISION OF CORRECTIONS
TALLAHASSEE, FLORIDA

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JAN 01 2019

1 ALBRITTON

JA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

USA INVESTMENTS-MIAMI, CORP.

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Brandon Allen
w/ Capital Connection
Advised to make the
Full Date the original

Signature Submized in Date
of Dec 27, 2018

Requested by: BA 12/27/18
Name Date Time
Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2018

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: USA INVESTMENTS-MIAMI, CORP.
Ref. Number: P98000043111

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

You have listed the incorrect document number for the merging corporation as our records show M97775 for ALLCONCEPT, INC.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 918A00026498

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EFFECTIVE DATE
Jan 1, 2019

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ALL-STATE, FLORIDA

ARTICLES OF MERGER

OF

ALLCONCEPT, INC., a Florida corporation

WITH & INTO

USA INVESTMENTS-MIAMI CORP, a Florida corporation

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, ALLCONCEPT, INC., a Florida corporation having document number M97775 ("Allconcept") and USA INVESTMENTS-MIAMI CORP, a Florida corporation having document number P98000043111 (the "Survivor") adopt the following Articles of Merger for the purpose of merging Allconcept with and into the Survivor.

FIRST: The name and jurisdiction of the surviving corporation is USA INVESTMENTS-MIAMI CORP., a Florida corporation, with Document number P98000043111.

SECOND: The name and jurisdiction of the merging corporation is ALLCONCEPT, INC., a Florida corporation, with Document number M97775

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was duly adopted by the sole shareholder of Allconcept and the Survivor, which is the same entity as sole shareholder of both Allconcept and the Survivor.

FIFTH: The merger shall become effective on JANUARY 1, 2019.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26 day of December, 2018.

ALLCONCEPT, INC., a Florida corporation .

BY: Lidia Cartaya
LIDIA CARTAYA, Vice-President

USA INVESTMENTS-MIAMI, CORP., a Florida corporation

BY: Lidia Cartaya
LIDIA CARTAYA, Vice-President

Exhibit A

PLAN OF MERGER

BETWEEN

ALLCONCEPT, INC., a Florida corporation

AND

USA INVESTMENTS-MIAMI CORP., a Florida corporation

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, ALLCONCEPT, INC., a Florida corporation ("Allconcept") and USA INVESTMENTS-MIAMI, CORP, a Florida corporation ("USA" or the "Survivor") adopt the following Plan of Merger for the purpose of merging ALLCONCEPT with and into ALLCONCEPT.

Whereas, the Boards of Directors of the respective Corporations deem it desirable and in the best interest of the Corporations and their shareholders that ALLCONCEPT be merged into USA.

Whereas, the sole shareholder of ALLCONCEPT is also the sole shareholder of USA.

In order to reduce the administrative burden of separate entities, and in consideration of the mutual covenants and promises of the parties, the merging Corporations agree, pursuant to §607.1104 of the Florida Business Corporation Act, that ALLCONCEPT shall be merged into USA as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of ALLCONCEPT into shares or other securities of USA, as set forth below.

I. USA, Inc., to be Surviving Corporation

ALLCONCEPT shall be merged into USA and the corporate existence of ALLCONCEPT shall cease and the corporate existence of USA shall continue under the name USA, INC., and USA shall become the owner, without other transfer, of all the rights and property of ALLCONCEPT, and USA shall become subject to all the debts and liabilities of ALLCONCEPT in the same manner as if USA had itself incurred them.

II. Principal Office

The principal office of USA shall remain the principal office of the Corporation following this merger.

III. Articles of Incorporation

The Articles of Incorporation of USA, as amended, shall continue to be its Articles of Incorporation following the effective date of the merger.

IV. Bylaws

The present Bylaws of USA, insofar as not inconsistent with this Merger Agreement, shall be the bylaws of the Corporation following the merger until altered, amended, or repealed as currently provided

In the Bylaws.

V. Names and Addresses of Directors

The names and addresses of the persons who shall constitute the Board of Directors of USA, following merger, and who shall hold office until the first annual meeting of the shareholders of USA following merger, remain the same.

VI. Method of Converting Shares

Since all of the shares of ALLCONCEPT are held by USA, immediately upon this Agreement of Merger becoming effective, the shares of the ALLCONCEPT shall, without any other action on the part of the respective holders of the shares, become and be converted into shares of stock of USA.

VII. Extraordinary Transactions

Neither Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

VIII. Submission to Stockholders; Effective Date

This Agreement has been submitted to the stockholders of ALLCONCEPT and USA in the manner provided by the Florida Business Corporation Act, and the votes of stockholders of each such Corporation representing 100% of the total number of shares of its capital stock were in favor of the adoption of this Agreement, and the shareholders agreed that the Merger shall take effect as of January 1, 2018.

IN WITNESS WHEREOF, this Plan of Merger have been executed on behalf of the parties hereto as of the 27 day of December, 2018.

ALLCONCEPT, INC., a Florida corporation

BY: Lidia Cartaya

LIDIA CARTAYA, Vice-President

USA INVESTMENTS-MIAMI, CORP., a Florida corporation

BY: Lidia Cartaya

LIDIA CARTAYA, Vice-President

SWISS VENTURES, LTD., a British Virgin Islands company, as the sole shareholder of Allconcept and the Survivor

By: Hans Josef Vogler

Print Name: HANS JOSEF VOGLER

Title: President/ Director