



08-19-2008 02:18PM FROM: R.V. & M. P.A.

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Division of Corporations

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L. SELLERS

MAY 14 2008

From:

Account Name : BERMAN, BENNETT, VOGEL & MANDLER, P.A.
Account Number : 076103002011
Phone : (305) 577-4177
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EXAMINER

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2008 MAY 13 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Rios B Towing Services, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$68.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
RIOS B TOWING SERVICES, INC.
(a Florida corporation)
AND
THE FINEST TOWING LLC
(a Florida limited liability company)**

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to sections 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Florida Doc/ Reg No.</u>	<u>FEI No.</u>
The Finest Towing LLC	Florida	Limited liability company	LO6000012773	20-4249233

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Florida Doc/ Reg No.</u>	<u>FEI No.</u>
Rios B Towing Services, Inc.	Florida	for profit corporation	F98000071338	55-0856482

THIRD: The attached Plan of Merger was approved on May 9, 2008 by each of The Finest Towing LLC (merging party) and Rios B Towing Services, Inc. (surviving party) in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the state of Florida and is not prohibited by the incorporating documents, bylaws or operating agreement of any corporation or limited liability company that is a party to the merger.

FIFTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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IN WITNESS WHEREOF, each of the undersigned has signed their names and affirmed that the statements herein are true, under penalties of perjury, this 9 day of May, 2008.

RIOS B TOWING SERVICES, INC.,
a Florida corporation

By: 

Name: Richard H. Hutto

Title: Vice-President

THE FINEST TOWING LLC,
a Florida limited liability company

By: 

Name: Richard H. Hutto

Title: Manager

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section sections 607.1103 and 608.4381, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
The Finest Towing LLC (the "LLC")	Florida

SECOND: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Rios B Towing Services, Inc. (the "Corporation")	Florida

THIRD: The terms and conditions of the merger are as follows: As of the effective time of the filing of the Articles of Merger, the LLC shall be merged with and into the Corporation, the separate corporate existence of the LLC shall cease and the Corporation shall continue as the surviving entity.

FOURTH: The manner and basis of converting the membership interests of the LLC into shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows: The membership interest holders of the LLC shall receive proportionate interests in the Corporation (the "Survivor Interests"). The Survivor Interests shall be subject to the identical restrictions and benefits as the membership interest of the LLC.

FIFTH: The Corporation is to be the surviving entity.

IN WITNESS WHEREOF, said entities to this merger have caused this Plan of Merger to be signed this 9th day of May 2008.

RIOS B TOWING SERVICES, INC.,
a Florida corporation

By: [Signature]
Name: Mauricio Murillo
Title: President

THE FINEST TOWING LLC,
a Florida limited liability company

By: [Signature]
Name: Liliana Plunillo
Title: Member / Manager

INCORPORATE - OpenDDocPlan of Merger.DOC

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