

P98000104972

(Requestor's Name)

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(City/State/Zip/Phone #)

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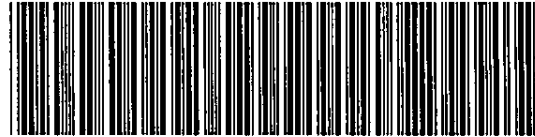
(Business Entity Name)

(Document Number)

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STATE
SECRETARY OF CORPORATIONS
16 DEC 29 AM 8:55

JAN 04 2017
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December 27, 2016

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

16 DEC 29 11:08 AM
OFFICE OF THE CLERK
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

RE: 3A HOLDINGS, INC.

Dear Sir or Madam:

Enclosed please find the Article of Merger and the Plan and Agreement of Merger for the merger of 3A Holdings Inc., Southwest Florida Land Developers and Investors, Inc., United Quality Transport, Inc., South Florida Investments Properties Inc., each a Florida corporation, and Pas Investments, LLC, a Florida Limited Liability Company. A certified copy of the enclosed is requested. Additionally, enclosed please find a check in the amount of \$183.75 for the filing fees and certified copy.

For further information concerning this matter, please contact the undersigned at (305) 921-9326. Additionally, please return all correspondence concerning this matter to:

Jennifer Ruz
Ruz & Ruz PL
300 Sevilla Avenue, Suite 301
Coral Gables, FL 33134

Please do not hesitate to contact the undersigned with any questions or concerns.

Sincerely,

Jennifer C. Busto-Ruz, Esq.
Ruz & Ruz PL

Enclosure(s)

ARTICLES OF MERGER

In accordance with Sections 605.1025, 607.1105, 607.1109, and/or 617.0302 of the Fla. Stat., the following Articles of Merger are submitted:

FIRST:

The name and jurisdiction of the surviving corporation:

Name: 3A HOLDINGS, INC.
Jurisdiction: Florida
Document Number: P98000104972
Form/Entity Type: Corporation

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SECTION OF CORPORATIONS
16 DEC 23 AM 9:55

SECOND:

The name and jurisdiction of each merging business entity:

First Merging Entity:

Name: PAS INVESTMENTS, LLC
Jurisdiction: Florida
Document Number: L04000079087
Form/Entity Type: Limited Liability Company

Second Merging Entity:

Name: SOUTHWEST FLORIDA LAND DEVELOPERS AND INVESTORS, INC.
Jurisdiction: Florida
Document Number: S28658
Form/Entity Type: Corporation

Third Merging Entity:

Name: UNITED QUALITY TRANSPORT, INC.
Jurisdiction: Florida
Document Number: P04000149389
Form/Entity Type: Corporation

Fourth Merging Entity:

Name: SOUTH FLORIDA INVESTMENTS PROPERTIES, INC.
Jurisdiction: Florida
Document Number: V41108
Form/Entity Type: Corporation

THIRD:

The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership, and/or limited partnership, that is a party to the merger in accordance with the applicable provisions of Chapters 605, 607, 617, and/or 620 of the Florida Statutes.

The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on December 22, 2016.

The Plan of Merger was adopted by the shareholders/members and directors/managers of each merging business entity on December 22, 2016.

FOURTH:

The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country, or jurisdiction under which such other business entity is formed, organized, or incorporated.

FIFTH:

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

SIXTH:

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22, 2016.

SEVENTH:

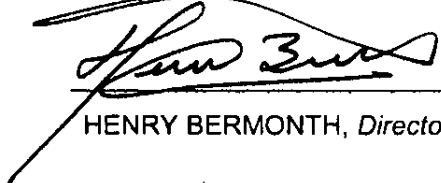
The Plan of Merger was adopted by the shareholders of the merging corporation on December 22, 2016.

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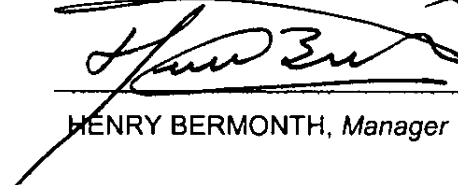
EIGHTH:

Signatures for each party to the merger:.

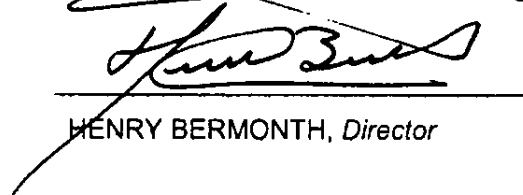
For 3A HOLDINGS, INC., the surviving corporation, by:


HENRY BERMONT, *Director*

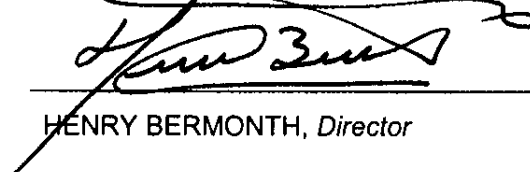
For PAS INVESTMENTS, LLC, a merging business entity, by:


HENRY BERMONT, *Manager*

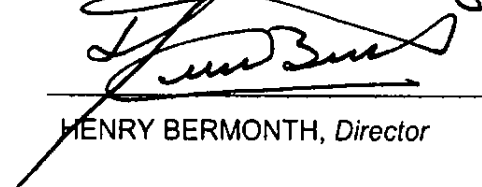
For SOUTHWEST FLORIDA LAND DEVELOPERS AND INVESTORS, INC. a merging business entity, by:


HENRY BERMONT, *Director*

For UNITED QUALITY TRANSPORT, INC. a merging business entity, by:


HENRY BERMONT, *Director*

For SOUTH FLORIDA INVESTMENTS PROPERTIES, INC. a merging business entity, by:


HENRY BERMONT, *Director*

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of December 22, 2016, among and between 3A HOLDINGS INC. (the "Surviving Corporation") and PAS INVESTMENTS LLC, SOUTHWEST FLORIDA LAND DEVELOPERS AND INVESTORS, INC., UNITED QUALITY TRANSPORT INC., and SOUTH FLORIDA INVESTMENTS PROPERTIES, INC., collectively, the Absorbed Corporations.

RECITALS

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 480 West 84 Street, A-105, Hialeah, FL 33014;

WHEREAS, each of the Absorbed Corporations are business organizations organized and existing under the laws of the State of Florida, with its principal office at 480 West 84 Street, A-105, Hialeah, FL 33014

WHEREAS, all the outstanding common stock of the Surviving Corporation and all of the outstanding common stock or membership interest in each of the Absorbed Corporations is issued to Leningest S.A., a corporation organized under the laws of Panama;

WHEREAS, the Boards of Directors of both the Surviving and each of the Absorbed Corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of Fla. Stat. § 607.1101, *et seq.*, of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions contained herein, the Surviving Corporation and the Absorbed Corporation agree as follows:

1. **MERGER.** PAS INVESTMENTS LLC; SOUTHWEST FLORIDA LAND DEVELOPERS AND INVESTORS, INC.; UNITED QUALITY TRANSPORT INC.; and SOUTH FLORIDA INVESTMENTS PROPERTIES, INC.; shall merge with and into 3A HOLDINGS INC., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of each of the Absorbed Corporations shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of each of the Absorbed Corporations, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and

neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of each of the Absorbed Corporations into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(a) Each share of the issued and outstanding shares of the Absorbed Corporation, as of the effective date of the Merger, shall be converted into 1 shares of the \$1.00 par value common stock of the Surviving Corporation, which shares of common stock shall then be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the Surviving Corporation.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.



6. DIRECTORS & OFFICERS. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. PROHIBITED TRANSACTIONS. Neither the Surviving or Absorbed Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, and will take all action necessary or appropriate under the laws of the State of Florida and the British Virgin Islands to consummate this merger.

8. APPROVAL BY SHAREHOLDERS. This plan of merger shall be submitted for the approval of the shareholders of the Surviving and Absorbed Corporations in the manner provided by the applicable laws of the State of Florida and the Republic of Panama.

9. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

10. ABANDONMENT OF MERGER. This plan of merger may be abandoned at any time prior to the effective date by either the unanimous agreement of the boards of directors of the Surviving and Absorbed Corporations; or by action of the board of directors of any of either the Surviving or Absorbed Corporations and on the happening of any of the following events:

(a) The plan of merger is not approved by the shareholders of either the Surviving or Absorbed Corporations;

(b) If, in the judgment of any such board of directors, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the British Virgin Islands;

(c) If any material action or proceeding is instituted or threatened against any of either the Surviving or Absorbed Corporations or their assets;

(d) If, between the date of this agreement and the effective date of the merger, there has been, in the opinion of such board of directors, a material adverse change in the business or financial condition of or affecting any of either the Surviving or Absorbed Corporations; or

(e) If, without the prior written consent of each of the Surviving and Absorbed Corporations, any of them shall have engaged in any transaction prohibited by this agreement.



11. EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

12. RIGHTS OF DISSENTING SHAREHOLDERS. If this Plan of Merger is effected, dissenting shareholders may be entitled, if they comply with applicable provisions of the Florida Business Corporation Act, to be paid the fair value of their shares. Fla. Stat. §§ 607.1103, 607.1301, 607.1302, and 607.1320 are included as Exhibit A to this Plan of Merger, as required.

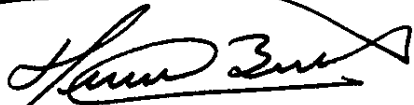
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IN WITNESS WHEREOF, the undersigned have each executed this Agreement as of the date first written above.

SURVIVING CORPORATION:

3A HOLDINGS INC.

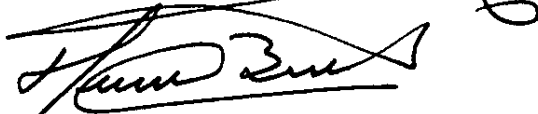


By: Henry Bermonth

Title: Director

ABSORBED CORPORATIONS:

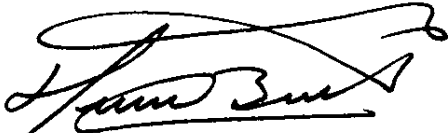
PAS INVESTMENTS LLC



By: Henry Bermonth

Title: Manager

SOUTHWEST FLORIDA LAND
DEVELOPERS AND INVESTORS INC.




By: Henry Bermonth

Title: Director

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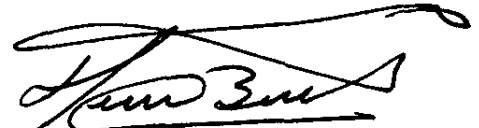
UNITED QUALITY TRANSPORT INC.



By: Henry Bermonth

Title: Director

**SOUTH FLORIDA INVESTMENTS
PROPERTIES INC.**



By: Henry Bermonth

Title: Director