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☐ PICK-UP    ☐ WAIT    ☐ MAIL

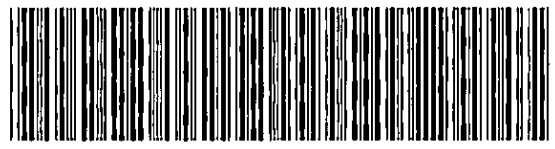
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FL  
2018 NOV -9 AM 9:51  
++87.50  
**FILED**

2018 NOV -9 PM 4:02  
FILED  
TALLAHASSEE, FL

*Merger*

R. WHITE  
NOV 13 2018

2

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

MOSCATEL INVESTMENTS, INC.

PLEASE RETURN CERTIFIED COPY & A CERTIFICATE OF GOOD STANDING

CK# 8058          FOR \$87.50

THANK YOU! 🙏

ARTICLES OF MERGER

**FILED**

The following articles of merger are being submitted in accordance with section 607.1108 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes

2018 NOV 29 AM 9:51

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

TALLAHASSEE, FL

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MOSCATEL HOLDINGS USA INC. 19511 Ambassador Ct. Miami, FL 33179	Florida	Corporation

Florida Document Registration Number: P17000040582

MOSCATEL INVESTMENTS, INC. 19511 Ambassador Ct. Miami, FL 33179	Florida	Corporation
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Florida Document Registration Number: P99000056726

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MOSCATEL INVESTMENTS, INC. 19511 Ambassador Ct. Miami, FL 33179	Florida	Corporation

Florida Document Registration Number: P99000056726

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes

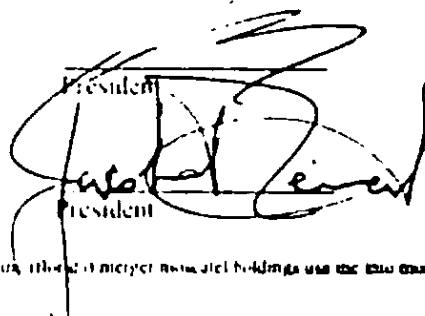
**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**SIXTH:** Signatures for each party.

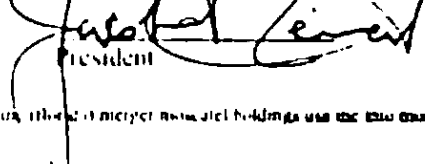
<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL</u>
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MOSCATEL HOLDINGS USA INC

  
President

Benjamin Bitton,  
President

MOSCATEL INVESTMENTS, INC

  
President

Jacobo Reines,  
President

## **PLAN OF MERGER**

Merger between MOSCATEL HOLDINGS USA INC., a Florida corporation (the “Disappearing Corporation” or “MOSCATEL HOLDINGS”), and MOSCATEL INVESTMENTS, INC., a Florida corporation (the “Surviving Corporation” or “MOSCATEL INVESTMENTS”). The following plan of merger, which was adopted and approved by the shareholders of MOSCATEL HOLDINGS and MOSCATEL INVESTMENTS to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the “Act”) on March 15, 2017.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
MOSCATEL HOLDINGS USA INC. 19511 Ambassador Ct. Miami, FL 33179	Florida
MOSCATEL INVESTMENTS, INC. 19511 Ambassador Ct. Miami, FL 33179	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
MOSCATEL INVESTMENTS, INC. 19511 Ambassador Ct. Miami, FL 33179	Florida

**THIRD:** Articles of Organization. The Articles of MOSCATEL INVESTMENTS shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

**FOURTH:** Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of MOSCATEL HOLDINGS outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of MOSCATEL INVESTMENTS in accordance with this Plan. Each share of MOSCATEL INVESTMENTS that is issued and outstanding on the Effective Date shall continue as outstanding shares of MOSCATEL INVESTMENTS.

**FIFTH:** Satisfaction of Rights of Shareholders of MOSCATEL HOLDINGS. Upon the Effective Date, all shares of MOSCATEL INVESTMENTS stock into which the shares of MOSCATEL HOLDINGS shall have been converted, and for which the interests of MOSCATEL HOLDINGS’ shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**SIXTH:** Effect of Merger. On the Effective Date, the separate existence of MOSCATEL HOLDINGS shall cease, and MOSCATEL INVESTMENTS shall be fully vested in MOSCATEL HOLDINGS’s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

**SEVENTH: Further Action Required.** If at any time after the Effective Date, MOSCATEL HOLDINGS or MOSCATEL INVESTMENTS shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of MOSCATEL HOLDINGS or MOSCATEL INVESTMENTS as the case may be, whether past or remaining in office, shall execute and deliver upon the request of MOSCATEL HOLDINGS or MOSCATEL INVESTMENTS, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in MOSCATEL INVESTMENTS, or to otherwise carry out the provisions of this Plan.

**EIGHTH: Filing with the Florida Department of State and Effective Date.** MOSCATEL HOLDINGS and MOSCATEL INVESTMENTS shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by MOSCATEL INVESTMENTS to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

**NINTH: Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated November 7<sup>th</sup>, 2018.

**MOSCATEL HOLDINGS USA INC.**  
a Florida corporation

By:

  
Benjamin Bitton, President

**MOSCATEL INVESTMENTS, INC.**  
a Florida corporation

By:

  
Jacobo Reines, President