

F09000003466

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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RECEIVED
14 JUN -6 PM 2:06

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CAMELOT COMMUNICATIONS GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Handwritten signature and date: 6/9/14
6/5/2014



June 6, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAMELOT COMMUNICATIONS GROUP, INC.
63 VAN HOUTEN AVE
CHATEAM, NJ 07928

SUBJECT: CAMELOT COMMUNICATIONS GROUP, INC.
REF: F09000003466

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include a certified copy from New Jersey showing the name change of the corporation from Camelot Communications Group, Inc to Coranet Corp. Please include the date the amendment was filed in New Jersey on the certified copy.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H14000131436
Letter Number: 914A00012231

RECEIVED
14 JUN -6 PM 2:06

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F09000003466
(Document number of corporation (if known))

FILED
2014 JUN -6 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CAMELOT COMMUNICATIONS GROUP, INC.
(Name of corporation as it appears on the records of the Department of State)

2. New Jersey (Incorporated under laws of) 3. August 31, 2009 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 5, 2013

5. CORANET CORP.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

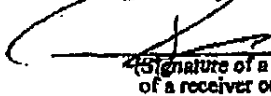
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Romolo Marcucci
(Typed or printed name of person signing)

President
(Title of person signing)

((H140001314363))

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

CORANET CORP.

0100475795

With the Previous or Alternate Name

CAMELOT CONSULTING GROUP INC. (Previous Name)

THE CAMELOT GROUP (Alternate Name)

CORANET CORP. (Alternate Name)

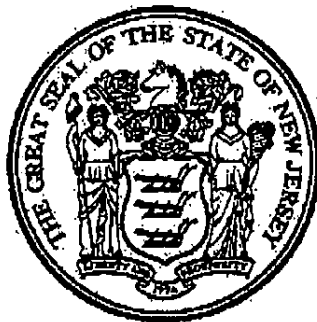
CAMELOT COMMUNICATIONS GROUP, INC. (Previous Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on February 8, 1991.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Margaret Marcucci
63 Van Houten Ave
Chatham, NJ 07928*



Certification# 132432151

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 3rd day of June, 2014

*Andrew P. Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

((H140001314363))

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATE (CERTIFIED COPY)

Corporation Name: CORANET CORP.
Business Id: 0100475795
Certificate Number: 6000030408

I, THE TREASURER OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY, THAT THE ABOVE NAMED BUSINESS DID FILE AND RECORD IN THIS DEPARTMENT A MERGER ON August 5, 2013 AND THAT THE ATTACHED IS A TRUE COPY OF THIS DOCUMENT AS THE SAME IS TAKEN FROM AND COMPARED WITH THE ORIGINAL(S) FILED IN THIS OFFICE AND NOW REMAINING ON FILE AND OF RECORD.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY OFFICIAL SEAL AT
TRENTON, THIS
June 06, 2014 A.D.



A handwritten signature in black ink, appearing to read "A. Bickaman".

Andrew P Bickaman - Bristoff
State Treasurer

VERIFY THIS CERTIFICATE ONLINE AT

https://www1.state.nj.us/TYTR_StandinCert/JSP/Verify_Cert.jsp

CERTIFICATE OF MERGER
OF
SPEARS HOLDING COMPANY, INC.
(Merged Corporation)
AND
CAMELOT COMMUNICATIONS GROUP, INC.
(Surviving Entity)

Dated: August 2, 2013

MRB
FILED
 AUG 05 2013
STATE TREASURER

0100475795

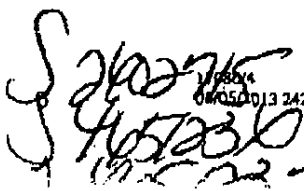
The undersigned entities, having adopted a plan of merger pursuant to Section 14A:10-1 of the New Jersey Business Corporation Act (the "NJBCA"), pursuant to which Spears Holding Company, Inc., a New Jersey corporation (the "Spears"), shall be merged with and into Camelot Communications Group, Inc., a New Jersey corporation doing business as Coranet Corp. (the "Camelot"), hereby certify, pursuant to Section 14A:10.4.1 of the NJBCA as follows:

1. The name of the surviving entity is Camelot Communications Group, Inc. The New Jersey corporation identification number is 0100475795. The name of the merged entity is Spears Holding Company, Inc. The New Jersey corporation identification number is 0100919435.

2. Annexed hereto as Exhibit A and made a part hereof is the Plan and Agreement of Merger (the "Plan") for merging Spears with and into Camelot, as approved by the shareholders of each of Spears and Camelot.

3. The date of approval of the Plan by the shareholders of Spears via unanimous written consent pursuant to Section 14A:5-6 of the NJBCA was March 1, 2013. One Hundred Twenty Thousand (120,000) shares of the common stock of Spears were entitled to vote on the Plan. No shares were voted against the Plan.

4. The date of approval of the Plan by the shareholders of Camelot via unanimous written consent pursuant to Section 14A:5-6 of the NJBCA was March 1, 2013. One Hundred (100) shares of the common stock of Camelot were entitled to vote on the Plan. No shares were voted against the Plan.


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5. Camelot will continue its existence as the surviving corporation and will change its name to Coranet Corp. pursuant to the provisions of the laws of the State of New Jersey.

7. The executed Plan is on file at the principal place of business of Camelot. A copy of the Plan will be furnished by Camelot, on request and without cost, to any shareholder of any constituent entity.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned entities has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

Camelot Communications Group, Inc.,
a New Jersey corporation

By: Margaret Marcucci
Name: Margaret Marcucci
Title: President

Spears Holding Company, Inc.,
a New Jersey corporation

By: Margaret Marcucci
Name: Margaret Marcucci
Title: President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated March 1, 2013 (this "Agreement"), by and between Camelot Communications Group, Inc., a New Jersey corporation ("Camelot"), and Spears Holding Company, Inc., a New Jersey corporation ("Spears").

WITNESSETH:

WHEREAS, both Camelot and Spears have been organized and exist pursuant to and under the laws of the State of New Jersey;

WHEREAS, Spears owns 100% of the outstanding capital stock of Camelot; and

WHEREAS, Spears desires to merge with and into Camelot, and Camelot desires to merge with Spears, with Camelot as the surviving corporation; and

WHEREAS, both Camelot and Spears believe it to be in their respective best interests to set forth the terms of the mutual agreements and understandings reached between them with respect to the Merger (as defined below) as more particularly provided herein.

NOW, THEREFORE, in consideration of foregoing premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Terms of Merger; Conversion of Shares.

(a) The names of the corporations proposing to merge are Camelot Communications Group, Inc., a New Jersey corporation, and Spears Holding Company, Inc., a New Jersey corporation. The name of the surviving corporation shall be changed to Coranet Corp.

(b) At the Effective Time (as defined below), Spears shall merge (the "Merger") with and into Camelot, with Camelot as the continuing or surviving corporation thereof (the "Survivor"). Until altered, amended or superseded, the Certificate of Incorporation and By-laws of Camelot prior to the Merger shall be the Certificate of Incorporation and By-laws of the Survivor. Camelot, as the Survivor, shall succeed to all of the rights, obligations, assets and liabilities of Spears, as provided by law. The directors and officers of Spears prior to the Merger shall be the directors and officers of Survivor immediately following the Merger.

(c) At the Effective Time, each share of common stock of Spears (other than shares held in the treasury by Spears, which shall be canceled) shall automatically be converted into one-one-hundredth of one share (0.001) of common stock of Camelot.

2. Effective Time of the Merger. The Merger shall be effective immediately upon the filing of certificate of merger with the Department of the Treasury of the State of New Jersey (the "Effective Time").

3. Amendment and Abandonment. Prior to the Effective Time, this Agreement may be amended or modified by the parties hereto; *provided, that* an amendment made subsequent to the adoption of the Agreement by the stockholders of any party hereto shall not (i) alter or change the amount or kind of consideration to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such party, (ii) alter or change the term of the Certificate of Incorporation of the Survivor to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such party. Prior to the Effective Time, this Agreement may be terminated by the board of directors of any party hereto, notwithstanding approval of the Agreement by the stockholders of such party. Either Camelot or Spears may abandon the Merger if such abandonment is approved by the board of directors of the relevant entity. If a certificate of merger has previously been filed, either corporation may file an appropriate certificate of abandonment of the Merger with the Department of the Treasury of the State of New Jersey to the extent permitted by applicable law.

4. Condition Precedent. The Merger is subject to the condition precedent that this Agreement be approved by the stockholders of Camelot and Spears to the extent required by applicable law.

5. Miscellaneous.

(a) this Agreement may not be amended or supplemented except by a writing executed by all the parties hereto or by the party against which enforcement is sought.

(b) All references made and pronouns used shall be construed as singular or plural and in such gender as the sense and circumstance require.

(c) The captions and headings used herein are included for convenience and shall not be deemed or construed to be a part of this Agreement and in no way shall define, limit, describe or otherwise affect this Agreement or any part thereof.

(d) This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors, assigns and legal representatives.

(e) This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which shall together constitute one and the same agreement.

(f) This Agreement shall constitute the entire agreement among the parties with respect to the matters covered hereby and shall supersede all previous written, oral or implied agreements and understandings among the parties with respect to such matters.

(g) This Agreement shall be governed by, and construed in accordance with, the laws of the State of New Jersey without reference to the choice of law principles thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by the undersigned, thereunto duly authorized, as of the date first written above.

**CAMELOT COMMUNICATIONS
GROUP, INC.,**

A New Jersey corporation

By: Margaret Marcucci

Name: Margaret Marcucci

Title: President

SPEARS HOLDING COMPANY, INC.,

A New Jersey corporation

By: Margaret Marcucci

Name: Margaret Marcucci

Title: President