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Division of Corporations

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**MERGER OR SHARE EXCHANGE  
ALBEMO, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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# COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Albarno, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Marco E. Rojas

Contact Person

R & S International Law Group LLP

Firm/Company

1000 Brickell Avenue, Ste. 400

Address

Miami, FL 33131

City/State and Zip Code

mtorres@rsmiami.com; mrojas@rsmiami.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory Gtofak

Name of Contact Person

At ( 305 ) 349-1500

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

## STREET ADDRESS:

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

## MAILING ADDRESS:

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
7.31.18

**FILED**  
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**ARTICLES OF MERGER**  
 (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Albemo, Inc.	FL	P05000126749

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Racemat Corporation	FL	P18000046824

**Third:** The Plan of Merger is attached.

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

**OR** 7 31 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 7/3/2018

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 7/3/2018

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Albemo, Inc.

Ramon Saba, Director

Racemal Corporation

Ramon Saba, Director

## **PLAN OF MERGER**

Merger between ALBEMO, INC., a Florida corporation (the "Surviving Company") and RACEMAL CORPORATION a Florida corporation (the "Disappearing Company"), (collectively the "Constituent Companies"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 through §607.1109 of the Florida Business Corporation Act (the "Act").

1. **Articles of Organization.** The Articles of Incorporation of the Surviving Company, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Company from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders of the Constituent Companies.** Upon the Effective Date, each share of the Disappearing Company common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for a Share in the Surviving Company in accordance with this Plan. All Shares of Surviving Company on the Effective Date shall continue as Shares of the Surviving Company.
3. **Satisfaction of Rights of Disappearing Company's Shareholders.** All Shares of Surviving Company into which Disappearing Company's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Company shall cease, and the Surviving Company shall be fully vested in the Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 through §607.1109 of the Act.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Company shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Company or the Disappearing Company as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Company, 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 Surviving Company, or to otherwise carry out the provisions of this Plan.
6. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Articles of Merger, of which this Plan is a part, Disappearing Company and Surviving Company shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Plan and upon

such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Company to the Florida Department of State. In accordance with §607.1101 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be July 31, 2018.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the shareholders or members 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 before the vote of the Board of Directors of the Constituent Companies by an arrangement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with §607.1103 through §607.1109 the Act.
8. **Termination.** At any time before the Effective Date (whether before or after filing the Articles of Merger), this Plan may be terminated and the Merger Abandoned by mutual consent of the Boards of Directors of both of the respective Constituent Companies.