

P150000 18490

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(Document Number)

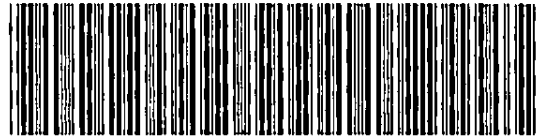
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total \$70.00

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10/31/18--01020--016 **35.00

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FILED
18 OCT 30 PM 4:01
U.S. DEPT. OF STATE
PASSPORT SECTION

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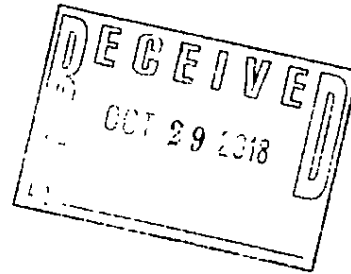


FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 23, 2018

CAROLYN KAHL
ROCA GONZALEZ, P.A.
3370 MARY STREET
MIAMI, FL 33133

SUBJECT: PRONUS CORP.
Ref. Number: P15000018490



We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Susan Tallent
Regulatory Specialist II

Letter Number: 818A00021768

RECEIVED
2018 OCT 30 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRONUS CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

CAROLYN KAHL

Contact Person

ROCA GONZALEZ, P.A.

Firm/Company

3370 MARY STREET

Address

MIAMI, FLORIDA, 33133

City/State and Zip Code

CKAHL@RGPA.COM

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

For further information concerning this matter, please call:

CAROLYN KAHL At (305) 859-6050

Name of Contact Person 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

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)
PRONUS CORP.	FLORIDA	P15000018490 ✓
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SILVIA PROMOTION INC	BRITISH VIRGIN ISLANDS	1861649 ✓
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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 10 / 20 / 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 07/31/2018.

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 07/31/2018.

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

PRONUS CORP.

CARLOS C BERGARA - PRESIDENT

SILVIA PROMOTION INC

CARLOS GUSTAVO BERGARA -

AUTHORIZED SIGNATORY

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
SILVIA PROMOTION INC	BRITISH VIRGIN ISLANDS
_____	_____

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
PRONUS CORP.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

THE SUBSIDIARY SURVIVING CORPORATION SHALL CANCEL ITS SHARE CERTIFICATE ISSUED TO THE PARENT DISAPPEARING COMPANY, AND ISSUE A SHARE CERTIFICATE TO THE SHAREHOLDERS OF THE PARENT DISAPPEARING COMPANY IN THE SAME PROPORTION AS THE SHAREHOLDERS PREVIOUSLY HELD SHARES IN THE PARENT DISAPPEARING COMPANY. THE STOCK OF THE SUBSIDIARY SURVIVING CORPORATION IS ISSUED TO THE SHAREHOLDERS OF THE PARENT DISAPPEARING COMPANY IN EXCHANGE FOR THE STOCK OF THE PARENT DISAPPEARING COMPANY WHICH IS CANCELLED.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

THE SHAREHOLDERS OF THE PARENT DISAPPEARING COMPANY SHALL BECOME THE SHAREHOLDERS OF THE SUBSIDIARY SURVIVING CORPORATION IN THE SAME PROPORTIONS AS THEY PREVIOUSLY HELD THE SHARES OF THE PARENT DISAPPEARING COMPANY.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

A) THE MERGER IS UNDERTAKEN TO UNWIND AND SIMPLIFY THE CORPORATE HOLDING STRUCTURE INTO THE SUBSIDIARY SURVIVING CORPORATION;

B) THE MERGER IS INTENDED AS A TAX-FREE TYPE "A" REORGANIZATION, OTHERWISE KNOWN AS A STATUTORY MERGER OR CONSOLIDATION IN WHICH THE PARENT DISAPPEARING COMPANY CEASES TO EXIST AND THE PARENT AND THE SUBSIDIARY BECOME ONE ENTITY BY OPERATION OF LAW. INTERNAL REVENUE CODE ("IRC") SECTION 368(A)(1)(A) AND CORRESPONDING TREASURY REGULATION ("REG.") SECTION 1.368-2 (B)(1)(ii);

C) THE SUBSIDIARY SURVIVING CORPORATION SHALL RETAIN ITS NAME, OFFICERS, DIRECTORS, PRINCIPAL OFFICE, REGISTERED AGENT AND SHALL CONTINUE ITS OPERATIONS IN SUBSTANTIALLY ITS PRESENT FORM;

D) ON THE EFFECTIVE DATE, ALL RIGHT, PRIVILEGES, IMMUNITIES, POWERS AND FRANCHISES OF PUBLIC OR PRIVATE NATURE, AND ALL PROPERTIES, REAL, PERSONAL OR MIXED, AS MAY BE APPLICABLE, SHALL BE TAKEN AND DEEMED TO BE TRANSFERRED, AND SHALL BE VESTED IN THE SUBSIDIARY SURVIVING CORPORATION WITHOUT FURTHER ACT OR DEED, AND ALL RIGHTS, PRIVILEGES, IMMUNITIES, POWERS AND FRANCHISES OF PUBLIC OR PRIVATE NATURE, AND ALL PROPERTY, REAL, PERSONAL OR MIXED, ALREADY OWNED AND VESTED IN THE SUBSIDIARY SURVIVING CORPORATION SHALL REMAIN VESTED TO THE SUBSIDIARY SURVIVING CORPORATION.