P08000094264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

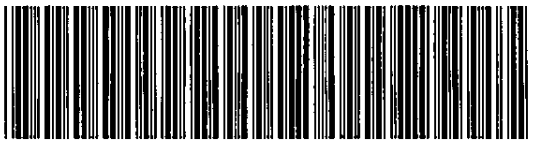
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400277994324

400277994324
11/24/15--01003--011 **35.00

11/10/15--01004--001 **70.00

FILED
15 NOV 30 AM 9:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEC 2 2015
C LEWIS

FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 12, 2015

MATTHEW J. MONAGHAN, ESQ / CANTWELL & GOLDMAN PA
96 WILLARD STREET SUITE 302
COCOA, FL 32922 US

SUBJECT: VERTUS, INC.
Ref. Number: P08000094264

We have received your document for VERTUS, INC. and check(s) totaling $70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

You send two documents to be filed. You only sent $70.00 dollars to file both. The merger costs $70.00 by its self. It is $35.00 per company to merge. You also sent the dissolution for another corp. You are short $35.00 to file the merger.

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

Carolyn Lewis
Regulatory Specialist II

Letter Number: 615A00023842

Law Offices of

CANTWELL & GOLDMAN, P.A.

www.cfglawoffice.com

Bradly Roger Bettin, Sr.
William H. Cantwell, II [1, 2]
Mitchell S. Goldman
J. Wesley Howze
Matthew J. Monaghan
Paul T. O'Quinn
Nina J. Rawal
Michael Sjuggerud [3]
Jay R. Thakkar
[1] Board Certified Construction Lawyer and Board Certified Business Litigation Lawyer
[2] Also Member of West Virginia Bar
[3] Also Member of District of Columbia Bar, New York Bar, and Washington Bar

96 Willard Street, Suite # 302
Cocoa, FL 32922-7947
Telephone: (321) 639-1320
Facsimile: (321) 639-9950

474 N. Harbor City Blvd., Suite # 1
Melbourne, FL 32935
(by appointment only)

November 20, 2015

Florida Department of State
Division of Corporations
ATTN: Carolyn Lewis
P.O. Box 6327
Tallahassee, FL 32314

RE: SUBJECT: VERTUS, INC.
REF. NUMBER: P08000094264
LETTER NUMBER: 615A00023842

Dear Ms. Lewis:

This letter will confirm receipt of your letter dated November 12, 2015. Enclosed please find a check in the amount of Thrifty Five Dollars ($35.00) in order to file the merger in the above-referenced matter. I have attached a copy of your letter for your reference.

Should you have any questions or concerns, please do not hesitate to contact us.

Regards,

Patricia Cruz,
Legal Assistant to
Matthew J. Monaghan, Esq.

Enclosure: as stated

RECEIVED
15 NOV 23 PM 3:37

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VERTUS, 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:

MATTHEW J. MONAGHAN, ESQ.
Contact Person

CANTWELL & GOLDMAN, P.A.
Firm/Company

96 WILLARD STREET, STE 302
Address

COCOA, FL 32922
City/State and Zip Code

BLUEDUST1@ME.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAWN M. FALISI
Name of Contact Person

At (352) 342-6439
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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 NOV 30 AM 9:09

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:

Name	Jurisdiction	Document Number (If known/ applicable)
VERTUS, INC.	FLORIDA	P08000094264

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

Name	Jurisdiction	Document Number (If known/ applicable)
REGIUS, INC.	FLORIDA	P10000045665

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 ____/____/____ (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 October 1, 2015.

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

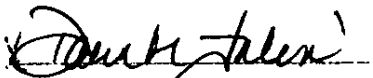
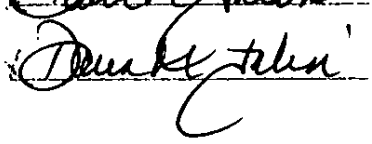
Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 1, 2015.

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
VERTUS, INC.		DAWN M. FALISI, President
REGIUS, INC.		DAWN M. FALISI, Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 NOV 30 AM 9:09

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name	Jurisdiction
VERTUS, INC.	FLORIDA

FILED
15 NOV 30 AM 9:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Name	Jurisdiction
REGIUS, INC.	FLORIDA

Third: The terms and conditions of the merger are as follows:

A. MANAGEMENT. There shall be no immediate change in the officers and directors of the corporation as a result of the merger.

B. GOVERNING DOCUMENTS. There shall be no immediate change in the current bylaws and governing documents as a result of the merger.

C. PRINCIPAL BUSINESS LOCATION. There shall be no immediate change in the corporation's principal business location as a result of the merger.

D. PRINCIPAL BUSINESS. There shall be no immediate change in the principal business of the corporation as a result of the merger

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

The interest, shares, obligations and other securities of REGIUS, INC. (the merged party) shall automatically convert on a one-for-one basis into interest, shares, obligations or other securities of VERTUS, INC. (the Surviving Corporation).

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NAME CHANGE. The name of the Surviving Corporation shall be changed from VERTUS, INC. to VRP GROUP, INC.

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 NOV 30 AM 9:09