

572017

Ramsey W. Dulin

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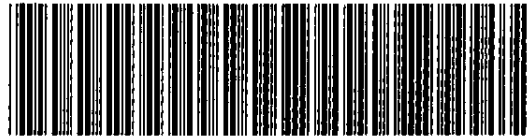
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Merge

Effective date
1-1-11

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10 DEC 30 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TR 46-11

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29 December 2010

VIA FEDERAL EXPRESS DELIVERY

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

Re: NUTRICHEM INTERNATIONAL, INC.

Dear Correspondent;

The enclosed Articles of Merger of Chemex International, Inc., a Delaware corporation with and into Nutrichem Internatioanl, Inc., a Florida corporation, and my client's check no.1738. payable to the Florida Department of State for fees in the amount of \$70.00 are submitted for filing (to be effective January 1, 2011).

Please return all correspondence concerning this matter to:

Ramsey W. Dulin, Attorney
121 S. Orange Avenue
Suite 1500, North Tower
Orlando, Florida 32801
rdulin@dulinlaw.net

For further information concerning this matter, please call Ramsey W. Dulin, Esq. at 407/422-8600.

Thank you for your attention to this matter.

Yours truly,



Ramsey W. Dulin, Esquire

RWD/ps
Enclosures: As stated above.

ARTICLES OF MERGER
OF
CHEMEX INTERNATIONAL, INC.
A Delaware Corporation (File No. 0882170)
WITH AND INTO
NUTRICHEM INTERNATIONAL, INC.
A Florida Corporation (Document No. J72017)

FILED
10 DEC 30 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, **CHEMEX INTERNATIONAL, INC.**, a Delaware corporation, hereinafter "CII", (the **Merging Corporation**), and **NUTRICHEM INTERNATIONAL, INC.**, a Florida corporation, hereinafter "NII" (the **Surviving Corporation**), have each adopted a Plan and Agreement of Merger and hereby adopt these Articles of Merger. The name of the Surviving Corporation is NUTRICHEM INTERNATIONAL, INC.

ARTICLES OF INCORPORATION

The Articles of Incorporation of **NUTRICHEM INTERNATIONAL, INC.**, the **Surviving Corporation**, shall remain unchanged and in full force and effect.

AGREEMENT

The Plan and Agreement of Merger is as follows:

- a. CII shall be merged with and into NII, to exist and be governed pursuant to the laws of the State of Florida.
- b. The name of the **Surviving Corporation** shall be **NUTRICHEM INTERNATIONAL, INC.**
- c. When this agreement shall become effective, the separate corporate existence of CII shall cease, and the Surviving Corporation (NII) shall succeed, without other transfer, to all the rights and property of CII, and shall be subject to all the debts and liabilities of CII in the same manner as if NII had itself incurred them. All rights of creditors and all liens on the property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- d. NII will carry on business with the assets of CII, as well as with the assets of NII.

- e. The ownership interests of CII and NII are held by the same sole shareholder, Soledad Roe. Upon the effective date of merger, the ownership interests of CII will be consolidated with the ownership interest held by said sole shareholder.
- f. The Articles of Incorporation of NII, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of NII until altered, amended, or repealed as provided in the Articles or as provided by law.

APPROVAL BY DIRECTORS AND SHAREHOLDERS

The Plan and Agreement of Merger of the undersigned corporations was unanimously approved and adopted by the shareholders and Directors of each respective liability company effective the 27th day of December, 2010.

EFFECTIVE DATE

The merger of the undersigned corporations shall become effective January 1, 2011.

Dated effective the 28th day of December, 2010.

CHEMEX INTERNATIONAL, INC.

By: M. Soledad Roe
Soledad Roe, Sole Director, President
and Sole Shareholder

NUTRICHEM INTERNATIONAL, INC.

By: M. Soledad Roe
Soledad Roe, Sole Director, President
and Sole Shareholder