

PO1000066135

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

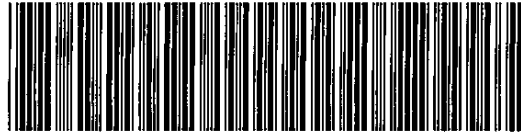
PO1-66135

(Document Number)

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EFFECTIVE DATE
7/4/07

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07 JUN 29 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RC

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PURITEC USA INC.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

ASAF YAARI
(Contact Person)

PURITEC USA INC.
(Firm/Company)

20406 NE 34 CT
(Address)

AVENTURA FL 33180
(City, State and Zip Code)

For further information concerning this matter, please call:

ASAF YAARI at (305) 394 8822
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 20, 2007

ASAF YAARI
20406 NE 34 COURT
AVENTURA, FL 33180

SUBJECT: PURITEC USA INC.
Ref. Number: P01000066135

We have received your document for PURITEC USA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 207A00040930

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PURITEC USA INC	FLORIDA	Corporation C
PURITEC WATER TREATMENT	FLORIDA	LLC

L06-25583

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PURITEC USA INC	FLORIDA	C CORP

PD1-66135

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

_____.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

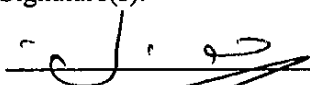

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PURITEC USA INC		DOU YAAQT
PURITEC WATER TREATMENT		ASAF YAAQT

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PURITEC USA INC	FLORIDA	C CORP
PURITEC WATER TREATMENT	FLORIDA	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PURITEC USA INC	FLORIDA	C CORP

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

See Attachment

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Attachment

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Attachment

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

Attachment to Plan of Merger

THIRD:

This Plan of Merger (hereafter this "Plan of Merger"), effective the 1st day of July, 2007 is by and between Puritec USA, Inc., a Florida for profit corporation with its principal place of business at 300 Oakland LN, Suite 10, Hollywood, FL 33020 (hereafter referred to "PUSA", and Puritec Water Treatment, LLC, a Florida for profit Limited Liability Corporation with its principal place of business at 300 Oakland LN, Suite 10, Hollywood, FL 33020 (hereafter referred to "PWT").

WHEREAS, PUSA, buy water treatment plants to sell in foreign markets.

WHEREAS, PWT, buy water treatment plants to sell in foreign markets.

WHEREAS, the parties desire to combine their operations into a single corporation (hereafter referred to as the "merger").

WHEREAS, PUSA and PWT have determined that it would strengthen their respective and almost identical missions to merge their operations pursuant to Florida law.

WHEREAS, consistent with the merger, the parties believe that it is in their best interest to achieve their mutual objectives by transferring the assets and clients of PWT to PUSA in exchange for the assumption by PUSA of all the liabilities of PWT.

NOW THEREFORE, in consideration of the mutual promises and covenants herein expressed, it is hereby agreed as follows:

Section 1 THE MERGER

Upon the terms and conditions set forth in this Plan of Merger, PWT shall be merged with and into PUSA on the effective date. Following the merger, the existence of PWT shall cease and PUSA shall continue as the surviving corporation and shall succeed to and assume all the rights and obligations of PWT. There will be no amendments to the Articles and Bylaws of PUSA.

FOURTH:

- A. PWT shall deliver possession of the assets (Accounts Receivable, Inventory, and client listing) to PUSA on the effective date. Accounts Receivable at fair market value, and the Inventory at cost.
- B. For in consideration of the transfer of assets to PUSA this agree to assume (FMV) the following from PWT: Accounts Payable, credit card liabilities, advances from clients, and loan Payable-Asaf Yaari and any other liability of PWT.

FILED
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TALLAHASSEE, FLORIDA