

P040000046694

(Requestor's Name)

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~~EXPIRATION DATE~~
12-30-11

merger

12/29/11--01037--016 **70.00

2011 DEC 29 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ASR
1/3/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Regional One, 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:

Joseph Schwantes, Esq.
Contact Person

Regional One, Inc.
Firm/Company

6464 NE 4th Court
Address

Miami, FL 33138
City/State and Zip Code

JSchwantes@regionalone.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph Schwantes At (305) 759-0670
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

(Profit Corporations)

FILED

2011 DEC 29 PM 12:00

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)
Regional One, Inc.	Florida	P04000046694

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Netco International, Inc.	Florida	P98000081452

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 12 / 30 / 2011 (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.)

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 12/27/2011

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 12/27/2011.

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

Regional One, Inc.



A handwritten signature in black ink, appearing to be 'Doron Marom', is written over two horizontal lines.

Doron Marom, President

Netco International, Inc.

Doron Marom, President

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

Regional One, Inc.

Florida

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

Name

Jurisdiction

Netco International, Inc.

Florida

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

In accordance with the Florida Business Corporation Act, on the Effective Date, the merging corporation shall be merged with and into the surviving corporation. Following the Merger, the separate corporate existence of the merging corporation shall cease, and the surviving corporation shall continue. The Effective Date shall be December 30, 2011.

On the Effective Date, all of the property, rights, privileges, powers and franchises of the merging corporation shall vest in the surviving corporation, and all debts, liabilities and duties of the merging corporation shall become the debts, liabilities and duties of the surviving corporation. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation.

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:

(Please see attached.)

(Attach additional sheets if necessary)

PLAN OF MERGER (Non Subsidiaries)

Continued From Previous Page

FOURTH: On the Effective Date, each share of the merging corporation's stock outstanding immediately prior thereto shall be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of the surviving corporation's stock.

Each outstanding and unexercised option, warrant or other right to acquire shares, obligations or other securities of the merging corporation shall become an option, warrant or right to acquire shares, obligations or other securities of the surviving corporation respectively.