

PD4000166176

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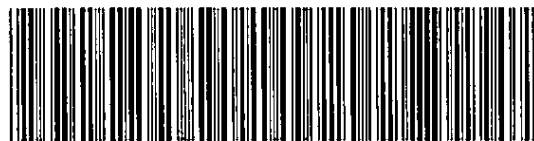
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BLUENET TECHNOLOGIES, 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:

JAYAL AMIN, ESQ.

Contact Person

AMIN LAW OFFICES, LTD.

Firm/Company

1900 E. GOLF ROAD - SUITE 1120

Address

SCHAUMBURG, IL 60173

City/State and Zip Code

JL@AMINESQ.COM

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

For further information concerning this matter, please call:

JAYAL AMIN

Name of Contact Person

At (847) 361-7684

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)
BLUENET TECHNOLOGIES, INC.	FLORIDA	PO4000166176

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ARETE CONSULTING SERVICES INC.	ILLINOIS	6605-8042

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 JUNE 19, 2019

~~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 JUNE 19, 2019

~~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

[illegible]

**AGREEMENT AND PLAN OF MERGER OF
ARETE CONSULTING SERVICES INC. WITH AND INTO
BLUENET TECHNOLOGIES, INC.**

THIS AGREEMENT AND PLAN OF MERGER (Plan of Merger) is entered into as of June 19, 2019, by and between **BLUENET TECHNOLOGIES, INC.**, a Florida corporation ("Bluenet"), and **ARETE CONSULTING SERVICES INC.**, an Illinois corporation ("Arete").

WITNESSETH:

WHEREAS, Arete is a subsidiary of Bluenet, with Bluenet owning 100% of the issued and outstanding shares of stock of Arete;

WHEREAS, Bluenet and Arete desire that Arete should be merged with and into Bluenet, with Arete thereafter to be possessed of all the estate, property, rights, privileges, and obligations of Arete in such capacity as the surviving corporation of the said merger, may also be referred to as the "Surviving Corporation");

WHEREAS, Bluenet and Arete submit this plan of merger in compliance with Section 607.1104 of the Florida Statutes, and in accordance with the laws of all applicable jurisdictions;

THEREFORE, Bluenet and Arete hereby agree as follows:

1. As soon as practicable after the adoption of this Plan of Merger, appropriate documents shall be filed in the offices of the Secretary of State of Florida to effectuate the Merger contemplated hereby. The term "Effective Time" as used herein shall mean the date on which the Articles of Merger for the Merger are accepted for filing with the Secretary of State of Florida.

2. At the Effective Time, Arete shall be merged with and into Bluenet, and the separate corporate existence of Arete shall cease (such transaction is herein referred to as the "Merger"). Bluenet shall be the Surviving Corporation, and it shall continue to be governed by the laws of the State of Florida.

3. The Bylaws of Bluenet in effect immediately prior to the Effective Time shall continue as the Bylaws of the Surviving Corporation. The officers and directors of Bluenet holding office immediately prior to the Effective Time shall hold their respective positions as officers and directors of the Surviving Corporation.

4. Arete has authorized 1,000 shares of common stock, \$1 par value, of which 1,000 shares are issued and outstanding. Bluenet has authorized 666 shares of common stock, \$1 par value per share, of which 666 shares are issued and outstanding.

5. The manner and basis of dealing with the outstanding shares of capital stock of each of the constituent corporations shall be as follows:

- (a) Each share of common stock of Arete that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive \$1.00 net in cash.

- (b) Each share of common stock of Bluenet that is issued and outstanding immediately prior to the Effective Time shall, without further action, remain outstanding and shall be a share of common stock of the Surviving Corporation.

6. This Plan of Merger may be amended for any reason at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida by the officers or directors of Bluenet and Arete.

7. The officers Bluenet and Arete shall make and execute, under the corporate seal of their respective corporations, Articles of Merger and shall file them in the office of the Secretary of State of Florida.

8. The officers of Bluenet and Arete shall do all acts and things whatsoever, whether within or without the State of Florida, that may be in any way necessary or proper to effect said Merger.

IN WITNESS WHEREOF, Bluenet and Arete have caused this Agreement and Plan of Merger to be signed and attested by their respective officers, as indicated below, as of the date first written above.

BLUNET TECHNOLOGIES, INC.

By: 
Praveen Ramineni, President

ARETE CONSULTING SERVICES INC.

By: 
Praveen Ramineni, President