

PO6000072010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

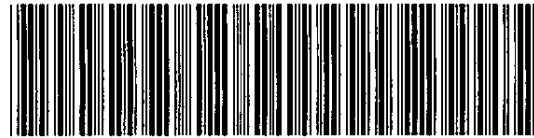
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800134306188

08/28/08--01012--003 \*\*35.00

08/14/08--01015--016 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 SEP -3 PM 1:01

Menger  
@ 9/4/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** TRINKA INDUSTRY CORPORATION

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Allison V. Hood

(Contact Person)

Trinka Industry Corporation

(Firm/Company)

10033 ML King St. N., Suite #108

(Address)

St. Petersburg, FL 33716

(City/State and Zip Code)

For further information concerning this matter, please call:

David W. Lee, Esquire

(Name of Contact Person)

At ( 727 ) 480-0594

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 19, 2008

ALLISON V. HOOD  
TRINKA INDUSTRY CORPORATION  
10033 ML KING ST. N., SUITE 108  
ST. PETERSBURG, FL 33716

SUBJECT: TRINKA INDUSTRY CORPORATION  
Ref. Number: P06000072010

We have received your document for TRINKA INDUSTRY CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 508A00046613

# ARTICLES OF MERGER

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)
Trinka Industry Corporation	Florida	P06000072010

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MACA Bioengineering of Florida, Inc.	Florida	P08000019356

**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.)

**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 August 11, 2008.

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 August 11, 2008

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)*

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Trinka Industry Corporation

X Allison V. Hod

Allison Hood, President

~~MACA Bioengineering of  
Florida, Inc.~~

*[Handwritten signature]*

Yanan Wang, President

~~MACA Bioengineering of  
Florida, Inc.~~

~~4~~ ~~10/10/10~~

Mei Jiang, Vice 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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Trinka Industry Corporation</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>MACA Bioengineering of Florida, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

1. The shares from the shareholders of MACA Bioengineering of Florida, Inc. shall be transferred to the shareholders of the Surviving Corporation and equally distributed to the shareholders. The existence of the merging corporation will cease;

2. The Surviving corporation shall assume all profit and liabilities of the merging corporation, and any claim of action pending by or against the merging corporation;;

3. The merger shall become effective on the date Division of Corporation processes it or accepts the filing; whichever is earlier and legally allowed;

4. The Surviving corporation to use merging corporation's information to wind up any unfinished business of the merging corporation;

**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:

1. The Merging Corporation does not own any real property, and its assets are in cash, account receivable, and good will and technology know-how;

*(Attach additional sheets if necessary)*

2. The shareholders of both corporations have agreed on converting into cash for the above assets in exchange of the shares of assets of the surviving corporation and no independent appraiser is involved in the evaluation and conversion process.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

n/a

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

There is no need to amend the Articles of Incorporation of the Surviving corporation as the result of the merger. Any reflection of changes in corporation officers will be noted in 2009's Annual Report of the Surviving Corporation.

\*\*\* END \*\*\*