

P070000041905

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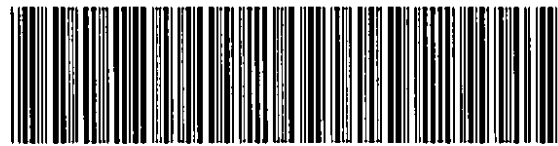
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUG 17 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

USA Poalim-Abus One, Inc.

SUBJECT: _____
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

George D. Perlman

Contact Person

George D. Perlman, P.A.

Firm/Company

1441 Brickell Avenue, Suite 1400

Address

Miami, FL 33131

City/State and Zip Code

george@gplawintl.com

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

For further information concerning this matter, please call:

George D. Perlman

305

374-5646

At (_____) _____

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2018

GEORGE D. PERLMAN
GEORGE D. PERLMAN, P.A.
1441 BRICKELL AVENUE - STE. 1400
MIAMI, FL 33131

SUBJECT: USA POALIM-ABUS ONE, INC.
Ref. Number: P07000041905

We have received your document for USA POALIM-ABUS ONE, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 118A00016693

ARTICLES OF MERGER

The following Articles of Merger is submitted to merge the following Florida corporations pursuant to Florida Statute §607.1105.

1. The name, entity type, and jurisdiction for the **surviving** party is:

Name: USA POALIM-ABUS ONE, INC.
Form/Entity Type: Corporation
Jurisdiction: State of Florida

2. The name, entity type, and jurisdiction of the **merging** party is:

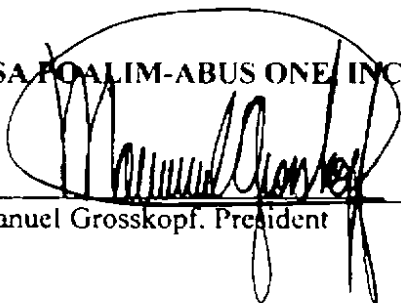
Name: USA POALIM-ABUS TWO, INC.
Form/Entity Type: Corporation
Jurisdiction: State of Florida

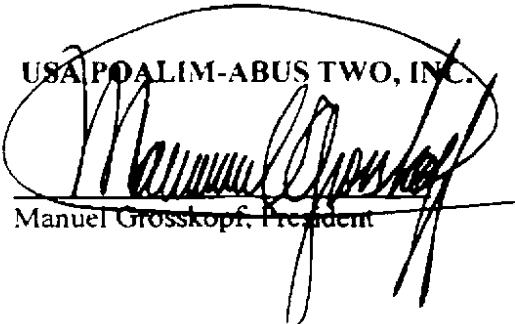
3. The Plan of Merger was adopted by the shareholders of USA Poalim-Abus One, Inc. ("surviving corporation"), on July 25, 2018.

4. The Plan of Merger was adopted by the shareholders of USA Poalim-Abus Two, Inc. ("merging corporation"), on July 25, 2018.

5. Effective date of merger: July 25, 2018

6. Signatures for each Party:

USA POALIM-ABUS ONE, INC.

Manuel Grosskopf, President

USA POALIM-ABUS TWO, INC.

Manuel Grosskopf, President

PLAN OF MERGER

Pursuant to Fla. Stat. §607.1101, the Board of Directors of USA POALIM-ABUS ONE, INC. and USA POALIM-ABUS TWO, INC. adopt the following plan of merger.

1. The name, entity type, and jurisdiction of the **surviving** party is:

Name: USA Poalim-Abus One, Inc.
Form/Entity Type: Corporation
Jurisdiction: State of Florida

2. The name, entity type, and jurisdiction of the **merging** party is:

Name: USA Poalim-Abus Two, Inc.
Form/Entity Type: Corporation
Jurisdiction: State of Florida

3. The terms and conditions of the merger are as follows:

USA Poalim-Abus One, Inc. and USA Poalim-Abus Two, Inc. are owned by the same shareholders. USA Poalim-Abus Two, Inc. will merge into USA Poalim-Abus One, Inc., and will cease to exist. USA Poalim-Abus One, Inc. will be the surviving entity and will assume all the obligations of USA Poalim-Abus Two, Inc.

4. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, and the rights to acquire the same are as follows:

Because USA Poalim-Abus One, Inc. and USA Poalim-Abus Two, Inc., are owned by the same shareholders, USA Poalim-Abus Two, Inc. is merging into USA Poalim-Abus One, Inc. and there will be a pro-rata issuance of shares of USA Poalim-Abus One, Inc., to the holders of the shares of USA Poalim-Abus Two, Inc., upon surrender of its shares. This merger is being carried out pursuant to Fla. Stat. §607.1101. The title to all property owned by the merging corporation will be vested in the surviving corporation. The surviving corporation will be responsible and liable for all liabilities and obligations of the merging corporation and any claim, existing or action or proceeding pending by or against the merging corporation may be continued as if the merger did not occur, and neither the rights of creditors nor any liens upon any of the parent company's properties will be impaired by this merger.

5. Pursuant to Fla. Stat. §607.1103(7)(b), action by the shareholders of the surviving corporation is not required because each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

6. The holders of all the outstanding shares of the subsidiaries, USA Poalim-Abus Two, Inc. and USA Poalim-Abus One, Inc., have waived the notice requirement under Fla. Stat. §607.1103(4).