

PO7000041905

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

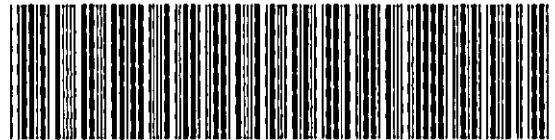
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500321594725

12/14/18--01026--013 **76.75

FILED

18 DEC 14 AM 9:29

FILED
TALLAHASSEE, FLORIDA

DEC 19 2018

S. YOUNG

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:

Benjamin Miller

Contact Person

George. D. Perlman, P.A.

Firm/Company

1441 Brickell Avenue

Address

Miami, Florida 33131

City/State and Zip Code

ben@gplawint.com

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

For further information concerning this matter, please call:

Benjamin Miller

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



The Law Offices Of
George D. Perlman, P.A.

George D. Perlman NY, FL
Brett Bernstein, Associate NY, FL
Jennifer Haime, Associate DC, FL
Benjamin Miller, Associate FL

The Four Seasons Office Tower
1441 Brickell Avenue Suite 1400
Miami, Florida 33131
Tel: (305) 374-5646
Fax: (305) 374-2650

Representative Office
4th Floor, 35 Piccadilly
London W1J 0LP, England
Tel. 011 44 207 851 0100
Fax 011 44 207 851 0136

Of Counsel to Robert Allen Law
E-Mail: george@gplawintl.com

December 13, 2018

SENT VIA FEDERAL EXPRESS

#:7739 6504 3694

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Articles of Merger of Oceanic Hallandale Corp. with USA
Poalim-Abus One, Inc.**
File: 99794.017

Dear Sir or Madam,

Enclosed please find the Articles of Merger for Oceanic Hallandale Corp. merging with USA Poalim-Abus One, Inc. together with George D. Perlman, P.A. Operating Account Check #26055 made payable to Florida Department of State in the amount of \$78.75 to cover the filing costs herein.

Kindly, stamp the enclosed copy of this letter with your "Receipt" stamp and forward it to us via the enclosed self-addressed and stamped envelope.

Should you have any questions or concerns regarding the above, please do not hesitate to contact me directly at or (305) 374-5646.

Kindest regards,

Benjamin Miller

Encl
BM:dc

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)
USA Postim-Abus One, Inc.	Florida	P07000041905
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Oceanic Hallandale Corp.	Florida	P07000069962
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
18 DEC 14 AM 8:29
TALLAHASSEE, FLORIDA

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 December 11, 2018.

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 _____.

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

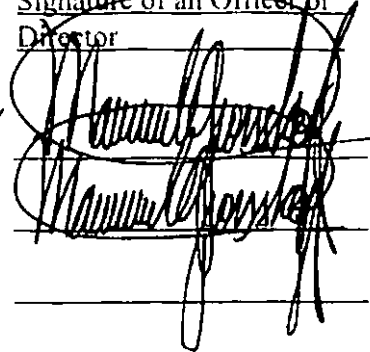
Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

USA Poalim-Abus One, Inc.

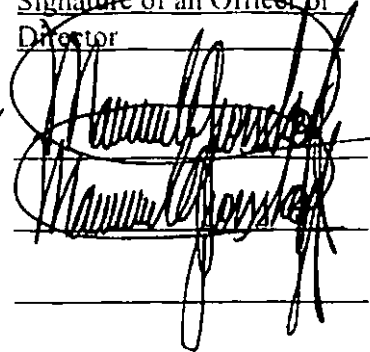
X



Manuel Grosskopf, President

Oceanic Hallandale Corp.

X



Manuel Grosskopf, 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

USA Poalim-Abus One, Inc.

Florida

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

Name

Jurisdiction

Oceanic Hallandale Corp.

Florida

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

Oceanic Hallandale Corp. 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 Oceanic Hallandale Corp.

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:

There will be a pro-rata issuance of shares of USA Poalim-Abus One, Inc., to the holders of the shares of Oceanic Hallandale Corp., 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.