

PO 7000073576

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12 MAY -7 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 14 2012

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Plusoptix, 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:

Carsten Alting

Contact Person

HBSS

Firm/Company

191 Peachtree Street, #2900

Address

Atlanta, Georgia 30303

City/State and Zip Code

calting@hbss.net

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

For further information concerning this matter, please call:

Carsten Alting

Name of Contact Person

At (404)

954-6938

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.

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TALLAHASSEE FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------|---------------------|--|
| Plusoptix, Inc. | Florida | P07000073576 |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------|---------------------|--|
| Plusoptix USA, Inc. | Georgia | 10010582 |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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 April 24, 2012.

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 April 24, 2012.

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)

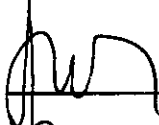
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

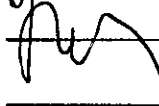
Typed or Printed Name of Individual & Title

Plusoptix, Inc.



Christian Schmidt, President

Plusoptix USA, Inc.



Christian Schmidt, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is hereby entered into by and between Plusoptix USA, Inc., a Georgia corporation, and Plusoptix, Inc., a Florida corporation. Plusoptix USA, Inc. and Plusoptix, Inc. are sometimes referred to collectively as the "Merging Entities".

WHEREAS, Plusoptix, Inc. owns all the outstanding and issued shares of Plusoptix USA, Inc.;

WHEREAS, the shareholders of Plusoptix, Inc. have determined that it is advisable and in the best interest of said Merging Entities that Plusoptix USA, Inc. merge with and into Plusoptix, Inc. (the "Merger");

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements contained herein, the parties hereby adopt this Agreement and Plan of Merger and hereby agree that Plusoptix USA, Inc. and Plusoptix, Inc. shall merge with and into Plusoptix, Inc. in accordance with the following terms, conditions, and other provisions:

I.

TERMS AND CONDITIONS

A. Merger and Name Change. Plusoptix USA, Inc. shall be merged with and into Plusoptix, Inc., and Plusoptix, Inc. shall be the surviving entity (the "Surviving Entity"). The Merger shall become effective as of filing the required documents with the Georgia Secretary of State and the Florida Department of State, respectively (the "Effective Date").

B. Succession. On or before the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of the laws of Georgia and Florida, respectively. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date, all of the property, rights, privileges, powers, and franchises of Plusoptix USA, Inc. shall vest in the Surviving Entity, and all debts, liabilities, and duties of Plusoptix USA, Inc. shall become debts, liabilities, and duties of the Surviving Entity.

C. Shares of Plusoptix USA, Inc.. At the Effective Date, all of the issued and outstanding shares of Plusoptix USA, Inc. shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

II.

CHARTER DOCUMENTS AND SHAREHOLDERS, OFFICERS AND DIRECTORS

A. **Certificate of Incorporation and Bylaws.** After the Effective Date, the Certificate of Incorporation and Bylaws of Plusoptix, Inc., as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation and Bylaws of the Surviving Entity.

B. **Shareholders, Officers and Directors.** After the Effective Date, the shareholders, officers and directors of Plusoptix, Inc. immediately prior to the Effective Date shall be the shareholders, officers and directors of the Surviving Entity.

III.

MISCELLANEOUS

A. **Abandonment.** Notwithstanding anything to the contrary contained herein, the Merger may be terminated and abandoned by the board of directors of Plusoptix USA, Inc. and the board of directors of Plusoptix, Inc. at any time prior to the filing of the required documents with Georgia Secretary of State and the Florida Department of State, respectively.

IN WITNESS WHEREOF, the undersigned Merging Entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers.

(signatures on next page)

Plusoptix USA, Inc.,
a Georgia corporation

By: _____

Name: Christian Schmidt

Title: President

4/27/12

Date

Plusoptix, Inc.,
a Florida corporation

By: _____

Name: Christian Schmidt

Title: President

4/27/12

Date