

P08000038933

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**MERGER OR SHARE EXCHANGE
CONSUL-TECH ENTERPRISES, INC.**

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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.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Consul-Tech Enterprises, Inc.	Florida	P08000038933

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Consul-Tech Development Services, Inc.	Florida	P01000071371.

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 07 /17 /2015 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 2, 2015 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 July 2, 2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Consul-Tech Enterprises, Inc.

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Consul-Tech Development Services, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The merger shall be effective on July 17, 2015. As of the effectiveness of the merger, Consul-Tech Development Services, Inc. (the "Subsidiary"), a Florida corporation and a wholly-owned subsidiary of Consul-Tech Enterprises, Inc., a Florida corporation (the "Parent"), shall be merged with and into the Parent and the separate existence of the Subsidiary shall cease. The Parent, as the surviving corporation in the merger, shall continue its corporate existence under the laws of the State of Florida. By virtue of the merger, and without any further action by any party: (a) all of the outstanding shares of capital stock of the Subsidiary shall be canceled and shall no longer be outstanding; and (b) all of the outstanding shares of capital stock of the Parent shall remain outstanding. The Articles of Incorporation of the Parent as of immediately prior to the effectiveness of the merger shall be the articles of incorporation of the surviving corporation.

(Attach additional sheets if necessary)

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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:

Not applicable.

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:

None.