

PD8000094264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

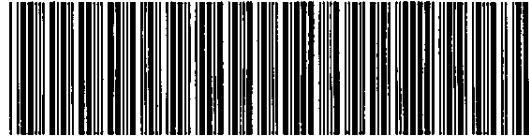
(Business Entity Name)

(Document Number)

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C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 12, 2015

MATTHEW J. MONAGHAN, ESQ / CANTWELL & GOLDMAN PA
96 WILLARD STREET SUITE 302
COCOA, FL 32922 US

SUBJECT: VERTUS, INC.
Ref. Number: P08000094264

We have received your document for VERTUS, INC. and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

You send two documents to be filed. You only sent \$70.00 dollars to file both. The merger costs \$70.00 by its self. It is \$35.00 per company to merge. You also sent the dissolution for another corp. You are short \$35.00 to file the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 615A00023842

Law Offices of

CANTWELL & GOLDMAN, P.A.

www.cfglawoffice.com

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William H. Cantwell, II^{1,2}
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Nina J. Rawal
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Board Certified Business Litigation Lawyer

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³ Also Member of District of Columbia
Bar, New York Bar, and Washington Bar

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Facsimile: (321) 639-9950

474 N. Harbor City Blvd., Suite # 1
Melbourne, FL 32935
(by appointment only)

November 20, 2015

Florida Department of State
Division of Corporations
ATTN: Carolyn Lewis
P.O. Box 6327
Tallahassee, FL 32314

RE: **SUBJECT:** **VERTUS, INC.**
 REF. NUMBER: **P08000094264**
 LETTER NUMBER: **615A00023842**

Dear Ms. Lewis:

This letter will confirm receipt of your letter dated November 12, 2015. Enclosed please find a check in the amount of Thrifty Five Dollars (\$35.00) in order to file the merger in the above-referenced matter. I have attached a copy of your letter for your reference.

Should you have any questions or concerns, please do not hesitate to contact us.

Regards,

Patricia Cruz,
Legal Assistant to
Matthew J. Monaghan, Esq.

Enclosure: as stated

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VERTUS, 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:

MATTHEW J. MONAGHAN, ESQ.

Contact Person

CANTWELL & GOLDMAN, P.A.

Firm/Company

96 WILLARD STREET, STE 302

Address

COCOA, FL 32922

City/State and Zip Code

BLUEDUST1@ME.COM

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

For further information concerning this matter, please call:

DAWN M. FALISI

Name of Contact Person

At (352) 342-6439

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:

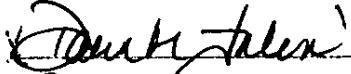
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Typed or Printed Name of Individual & Title
Director

VERTUS, INC.



DAWN M. FALISI, President

REGIUS, INC.



DAWN M. FALISI, Director

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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>VERTUS, INC.</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>REGIUS, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

- A. MANAGEMENT.** There shall be no immediate change in the officers and directors of the corporation as a result of the merger.
- B. GOVERNING DOCUMENTS.** There shall be no immediate change in the current bylaws and governing documents as a result of the merger.
- C. PRINCIPAL BUSINESS LOCATION.** There shall be no immediate change in the corporation's principal business location as a result of the merger.
- D. PRINCIPAL BUSINESS.** There shall be no immediate change in the principal business of the corporation as a result of the merger

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:

The interest, shares, obligations and other securities of REGIUS, INC. (the merged party) shall automatically convert on a one-for-one basis into interest, shares, obligations or other securities of VERTUS, INC. (the Surviving Corporation).

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NAME CHANGE. The name of the Surviving Corporation shall be changed from VERTUS, INC. to VRP GROUP, INC.

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

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