| P08000 | 294264 | |
|---|---|--|
| (Requestor's Name) (Address) (Address) | 400277994324 | |
| (City/State/Zip/Phone #) | 400277994324 11/24/1501003011 **35.00 11/10/1501004001 **70.00 | |
| . (Document Number) Certified Copies Certificates of Status Special Instructions to Filing Officer: | 15 NOV 30 AM 9: 09 | |
| Office Use Only | DEC 2 2015 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

Bradly Roger Bettin, Sr. William H. Cantwell, II ^{1,2} Mitchell S. Goldman J. Wesley Howze Matthew J. Monaghan Paul T. O'Quinn Nina J. Rawal Michael Sjuggerud ³ Jay R. Thakkar ¹ Board Certified Construction Lawyer and Board Certified Business Litigation Lawyer ² Also Member of West Virginia Bar ³ Also Member of District of Columbia Bar, New York Bar, and Washington Bar 96 Willard Street, Suite # 302 Cocoa, FL 32922-7947 Telephone: (321) 639-1320 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.

Régards, ricia Cruz Degal Assistant to Matthew J. Monaghan, Esq. Enclosure: as stated



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

| 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 <u>surviving</u> corporation:

1 S 1

| Name | Jurisdiction | Document Number (If known/ applicable) |
|---|----------------------|---|
| VERTUS, INC. | FLORIDA | P08000094264 |
| Second: The name and jurisdiction of each | merging corporation: | |
| Name | <u>Jurisdiction</u> | Document Number (If known/ applicable) |
| REGIUS, INC. | FLORIDA | P10000045665 |
| | | |
| | | |
| | | |
| | | |

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 <u>surviving</u> corporation - (COMPLETE ONLY ONE STATEMENT) The Plan of Merger was adopted by the shareholders of the surviving corporation on <u>October 1, 2015</u>.

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 <u>merging</u> corporation(s) (COMPLETE ONLY ONE STATEMENT) The Plan of Merger was adopted by the shareholders of the merging corporation(s) on <u>October 1, 2015</u>.

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

2

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

VERTUS, INC.

REGIUS, INC.

tiles

DAWN M. FALISI, President

DAWN M. FALISI, Director



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 | |
|---|-------------------------------|--------|
| VERTUS, INC. | FLORIDA | 15 HOV |
| Second: The name and jurisdiction of each | n <u>merging</u> corporation: | 30 AM |
| Name | Jurisdiction | 9: 09 |
| REGIUS, INC. | FLORIDA | |
| | | |
| | | |
| | | |
| | | |

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 rights to acquire shares of 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.

<u>OR</u>

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

SECRETARY OF SAME