

P10000098389

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
Tew's
12-15-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Waterproof Gear, 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:

Paul C. Jensen

Contact Person

Paul C. Jensen Attorney at Law, LLC

Firm/Company

2001 16th Street North

Address

St. Petersburg, FL 33704

City/State and Zip Code

paul@jensentaxlaw.com

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

For further information concerning this matter, please call:

Paul C. Jensen

Name of Contact Person

At (727)

825-0099

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
10 DEC 14 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 6, 2010

PAUL C. JENSEN, ESQ.
PAUL C. JENSEN, ATTORNEY AT LAW, LLC
2001 16TH STREET NORTH
ST. PETERSBURG, FL 33704

SUBJECT: WATERPROOF GEAR, INC.
Ref. Number: P10000098389

We have received your document for WATERPROOF GEAR, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption and the signing date must coincide, with the file date of the Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 510A00028270

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)
<u>Waterproof Gear, Inc.</u>	<u>Florida</u>	<u>P16000098389</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Waterproof Gear, Inc.</u>	<u>Delaware</u>	

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 December 3, 2010.

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 December 3, 2010.

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)

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2010 DEC 14 A 8:28
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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Waterproof Gear, Inc.

Signature of an Officer or Director

~~Christer Falkeborn~~

Waterproof Gear, Inc.

Christer Falkeborn

Age Group	Percentage
18-24	10%
25-34	15%
35-44	20%
45-54	25%
55-64	20%
65-74	15%
75-84	10%
85+	5%

Age Group	Percentage
18-24	10%
25-34	15%
35-44	20%
45-54	25%
55-64	20%
65-74	15%
75-84	10%
85+	5%

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

100

REFERENCES

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Figure 1 is a line graph showing the number of cases of COVID-19 in the United States from March 2020 to March 2022. The x-axis represents time in months, and the y-axis represents the number of cases. The graph shows a sharp increase in cases starting in March 2020, peaking in May 2020, and then declining. A second, smaller peak is visible in March 2022.

[illegible]

[illegible]

[illegible]

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(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Jurisdiction

Delaware

See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS OF
WATERPROOF GEAR, INC.**

The undersigned, being all the shareholders (the "Shareholders") of Waterproof Gear, Inc. (the "Corporation"), a Delaware Corporation, acting without meeting, hereby consent to and unanimously ratify the following resolution adopted by the Corporation as hereafter stated:

RESOLVED, the Corporation hereby adopts a plan of merger with the following terms:

- 1) The Corporation shall merge with Waterproof Gear, Inc. ("Waterproof Florida"), a Florida Corporation, and Waterproof Florida shall be the surviving corporation.
- 2) The sole shareholder (the "Shareholder") of the Corporation shall surrender all of its outstanding shares in the Corporation to the President of Waterproof Florida and the Shareholder shall receive one (1) common share of Waterproof Florida in exchange for each common share presently owned in the Corporation that is surrendered to Waterproof Florida.
- 3) The effective date of the merger shall be such date that Articles of Merger are subsequently filed with the Florida Secretary of States office (the Effective Date).
- 4) Upon the Effective Date, the Shareholder of the Corporation shall surrender to the President of Waterproof Florida all of its existing stock certificates in the Corporation. The President of Waterproof Florida shall immediately thereafter deliver to the Shareholder a validly executed stock certificate of Waterproof Florida that shall issue to the Shareholder one (1) common share of Waterproof Florida for each common share in the Corporation that is surrendered by Shareholder.
- 5) The Shareholder shall have no other rights to acquire any shares of Waterproof Florida pursuant to the plan of merger.

Dated: November 22, 2010



Christer Falkeborn, as President of
Waterproof Diving Int, AB
Shareholder