P10000101608

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Effective date 12-31-11

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11 DEC 30 AM 11:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Almarc Trading Corp (FL)
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jesse Gerstel
Contact Person

Almarc Trading Corp.
Firm/Company

6456 Enclave Way
Address

Boca Raton, FL 33496
City/State and Zip Code

jesse@jgerstel.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jesse Gerstel At (561) 997-7579
Name of Contact Person 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

Effective date 12-31-11

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:

Name	Jurisdiction	Document Number (If known/ applicable)
Almarc Trading Corp	Florida	P10000101608

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

Name	Jurisdiction	Document Number (If known/ applicable)
Almarc Trading Corp	Nevada	C33320-2001

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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 12 / 31 / 2011 (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 ____________.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/22/2011 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 12/22/2011 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
Almarc Trading Corp (FL)		Jesse Gerstel . President
Almarc Trading Corp (NV)		Jesse Gerstel . President

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
Almarc Trading Corp	Florida

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

Name	Jurisdiction
Almarc Trading Corp	Nevada

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

All corporate acts, policies, approval and authorizations of Almarc Nevada, which are valid and effective immediately prior to the merger Effective Date, shall be taken for all purposes as acts, policies, approvals and authorizations of the surviving Corporation as they were with respect to Almarc Nevada.

On and after the Effective Date, the Articles of Incorporation and By-Laws of Almarc Florida, as in effect on the date hereof, shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation, unless and until they are thereafter duly altered, amended or repealed, as provided therein or by law.

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:

Each issued share of voting common stock and non-voting common stock of Almarc NV, will be exchanged into an equal number of voting common shares and non-voting common shares in Almarc (FL).

(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:
Article IV has been resolved that the authorized common shares of Almarc Trading Corp (FL) be split 20 for 1 and be reclassified to consist of 10,000 Shares of voting common stock, par value $.01 per share and 10,000 shares of non-voting common stock, par value $.01 per share.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: