

P10000101608

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(Address)

(Address)

(City/State/Zip/Phone #)

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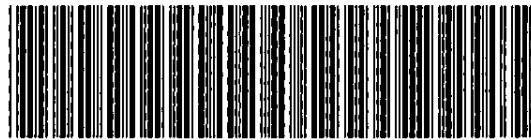
(Business Entity Name)

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Melissa

*Efforts date
12-31-11*

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

th 1-5-12

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

Name of Contact Person

At (561)

997-7579

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

(Profit Corporations)

12-31-11

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Almarc Trading Corp	Nevada	C33320-2004

11 DEC 30 AM 11:00
 SECRETARY OF STATE
 TREASURY DEPARTMENT
 FLORIDA

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.)

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.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Jesse Gerstel . President

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: