

Division of Corporations

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Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**Aristocrat Group Corp.**

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*Merger*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Aristocrat Group Corp.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Kathleen M. Delaney

Contact Person

K.M. Delaney & Associates

Firm/Company

6200 Savoy Drive, Suite 1200

Address

Houston, TX 77036

City/State and Zip Code

kathydelaney1950@yahoo.com

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

For further information concerning this matter, please call:

Jennifer Abney

Name of Contact Person

At ( 713 )

8778333

Area Code & Daytime Telephone Number

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**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

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## 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>Aristocrat Group Corp.</u>	<u>Nevada</u>	<u>E0057382015-2</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Aristocrat Group Corp.</u>	<u>Florida</u>	<u>P11000065522</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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 2/3/15 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 2/3/15.

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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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Aristocrat Group Corp.**

Robert Federowicz, President

**Aristocrat Group Corp.**

**Robert Federowicz President**

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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>Aristocrat Group Corp.</u>	<u>Nevada</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Aristocrat Group Corp.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

Please see attached: "Plan and Agreement of Merger of Aristocrat Group Corp. (a Florida Corporation) and Aristocrat Group Corp. (a Nevada Corporation)."

**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:

*(Attach additional sheets if necessary)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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**PLAN AND AGREEMENT OF MERGER**

**OF**

**ARISTOCRAT GROUP CORP.**

(a Florida Corporation)

**AND**

**ARISTOCRAT GROUP CORP.**

(a Nevada Corporation)

PLAN AND AGREEMENT OF MERGER by and between ARISTOCRAT GROUP CORP., a Florida corporation ("Aristocrat Florida"), and ARISTOCRAT GROUP CORP., a Nevada corporation ("Aristocrat Nevada").

WHEREAS, Aristocrat Florida is a business corporation of the State of Florida with its registered office therein located at 5011 South State Road 7, Suite 106 Davie, Florida 33314; and

WHEREAS, the total number of shares of stock which Aristocrat Florida has authority to issue is 250,000,000 shares of common stock, \$.0001 par value per share; and

WHEREAS, Aristocrat Nevada is a business corporation of the State of Nevada with its registered office therein located at 1645 Village Center Circle, Suite 170, Las Vegas, Nevada 89134; and

WHEREAS, the total number of shares of stock which Aristocrat Nevada has authority to issue is 500,000,000, of which 480,000,000 are common stock, \$.001 par value per share, and 20,000,000 are preferred stock, \$.001 par value per share; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the Revised Statutes the State of Nevada permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Nevada; and

WHEREAS, Aristocrat Florida and Aristocrat Nevada and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Aristocrat Florida with and into Aristocrat Nevada pursuant to the provisions of the Florida General Corporation Law and pursuant to the provisions of the Revised Statutes of the State of Nevada upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto hereby determine and agree as follows.

**ARTICLE I  
MERGER**

1.1. **CONSTITUENT CORPORATIONS.** The name, address and jurisdiction of organization of each of the constituent corporations are set forth in the recitals above.

1.2. **SURVIVING CORPORATION.** Aristocrat Nevada shall be the surviving corporation. The principal place of business, Articles of Incorporation, bylaws, officers and directors of Aristocrat Nevada shall survive the merger without amendment or revision and be the principal place of business, Articles of Incorporation, bylaws, officers and directors of the surviving corporation.

1.3. **MERGER.** On the Effective Date (as hereinafter set forth) and subject to the terms and conditions of this Agreement, the applicable provisions of the Florida Business Corporation Act ("Florida Law"), and the applicable provisions of Title 7, Chapter 78 of the Nevada Revised Statutes ("Nevada Law"), On the

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Move Florida is merged with and into Aristocrat Nevada. The separate existence of Aristocrat Florida shall cease on and after the Effective Date.

## **ARTICLE II EXCHANGE AND CONVERSION OF SHARES**

2.1. **CONVERSION OF CAPITAL STOCK.** On the Effective Date, each 100 issued and outstanding share of the common stock, \$.0001 par value per share, of Aristocrat Florida shall be converted into the right to receive one fully paid and non-assessable share of the common stock, \$.001 par value per share, of Aristocrat Nevada.

2.2. **FRACTIONAL SHARES.** No fractional shares or script representing fractional shares shall be issued by Aristocrat Nevada as a result of the merger and no shareholder will own less than five shares. Each fractional share that would otherwise result from the merger shall be cancelled and returned to the authorized and unissued capital stock of Aristocrat Nevada and one full share of Aristocrat Nevada common stock, \$.001 par value per share, shall be issued in its place. The necessary number of whole shares will be issued such that no shareholder will own less than five shares.

2.3. **NO MANDATORY EXCHANGE.** Pursuant to the provisions of NRS 78.250, any certificate representing shares of the common stock, \$.0001 par value per share of Aristocrat Florida may be surrendered to Aristocrat Nevada for cancellation and exchanged for certificates representing shares of Aristocrat Nevada common stock, \$.001 par value per share. Any stock represented by certificates that have not been so surrendered and exchanged shall be entitled to notice of and vote on any matters on which the shareholders of Aristocrat Nevada are entitled to vote and shall be entitled to receive any distributions on Aristocrat Nevada capital stock.

2.4. **CANCELLATION OF EXISTING SHARES.** On the Effective date, each share of the common stock, \$.001 par value per share, of Aristocrat Nevada outstanding immediately prior to the merger shall be cancelled and returned to the authorized and unissued capital stock of Aristocrat Nevada.

## **ARTICLE III ADDITIONAL COVENANTS AND AGREEMENTS**

3.1. **SUBMISSION TO SERVICE IN FLORIDA.** Aristocrat Nevada agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Aristocrat Nevada arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of 607.1321 of the Florida Business Corporation Act, and irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such suit or proceeding.

3.2. **COOPERATION.** This Agreement has been approved and adopted by the stockholders of Aristocrat Florida in accordance with Florida Law. Therefore, the parties hereto agree that they will cause to be executed and filed and recorded any document or documents prescribed by Florida Law or Nevada Law, and that they will cause to be performed all necessary acts within the State of Florida and the State of Nevada and elsewhere to effectuate the merger herein provided for.

3.3. **ADDITIONAL ASSURANCES.** Aristocrat Florida hereby appoints the officers and directors, each acting alone, as its true and lawful attorneys in fact to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

## **ARTICLE IV EFFECTIVE DATE**

4.1. **EFFECTIVE DATE.** The effective date in the State of Florida and the State of Nevada, shall be on the date of the last to occur.

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- the first day after the 20<sup>th</sup> day after the date of mailing an Information Statement in compliance with the provisions of Section 14(c) of the Securities Exchange Act of 1934;
- the filing and acceptance of articles of merger with the Secretary of State of Florida in accordance with Florida Law or at such later time as is agreed to by the parties hereto and specified in the certificate of merger; or
- the filing and acceptance of articles of merger with the Secretary of State of Nevada in accordance with Nevada Law or at such later time as is agreed to by the parties hereto and specified in the certificate of merger.

4.2. **TERMINATION.** Notwithstanding the full approval and adoption of this Agreement, the said Agreement may be terminated by either party at any time prior to the Effective Date.

4.3. **AMENDMENT.** Notwithstanding the full approval and adoption of this Agreement, this Agreement may be amended at any time and from time to time prior to the Effective Date except that, without the approval of the stockholders of Aristocrat Florida and the stockholders of Aristocrat Nevada, no such amendment may (a) change the rate of exchange for any shares of Aristocrat Florida or the types or amounts of consideration that will be distributed to the holders of the shares of stock of Aristocrat Florida; (b) change any term of the Articles of Incorporation of Aristocrat Nevada; or (c) adversely affect any of the rights of the stockholders of Aristocrat Florida or Aristocrat Nevada.

#### ARTICLE V MISCELLANEOUS

5.1. **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, each of which may have different signatures and be signed at different times. When all parties have signed at least one counterpart, each counterpart shall be deemed complete and shall constitute the same instrument.

5.2. **ENTIRE AGREEMENT.** This Agreement is intended by the parties to be the final expression of their agreement with respect to the matter set forth herein and is intended to contain all of the terms of such agreement without the need to refer to other documents. There are no other understandings, written or oral, among the parties with respect to the matter set forth herein.

5.3. **AMENDMENT.** This Agreement may not be amended except by a written instrument signed by the parties hereto.

IN WITNESS WHEREOF, this Agreement is hereby executed upon behalf of each of the parties thereto this 3<sup>rd</sup> day of February, 2015.

ARISTOCRAT GROUP CORP. A  
Florida corporation

By: \_\_\_\_\_

Robert Federowicz  
President and CEO

ARISTOCRAT GROUP CORP. A  
Nevada corporation

By: \_\_\_\_\_

Robert Federowicz  
President and CEO

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