

P110000067576

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2018 AUG - 6 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FL

C GOLDEN

AUG - 8 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M & O Enterprises, 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:

Evgeny Golovanov

Contact Person

Jorge L. Gurian P.A.

Firm/Company

1805 PONCE DE LEON BLVD STE 400

Address

CORAL GABLES FL 33134

City/State and Zip Code

egolovanov@gurianlaw.com

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

For further information concerning this matter, please call:

Evgeny Golovanov

At (305) 931-0541

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

ARTICLES OF MERGER
(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, pursuant to section 607.1105, Florida Statutes.

2018 AUG -6 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FL

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
M & O Enterprises, Inc.	Colorado	20121270400

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
M & O Enterprises, Inc.	Colorado	20121270400
M & O INTERNATIONAL ENTERPRISES CORPORATION	Florida	P11000067576

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 07 / 31 / 2018 (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 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 July 31, 2018 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 July 31, 2018 and shareholder approval was not required.

(Attach additional sheets if necessary)

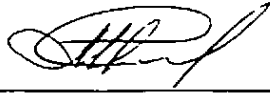
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

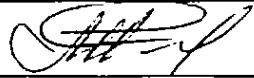
Typed or Printed Name of Individual & Title

M & O Enterprises, Inc.



Mikhail Romanov, President

M & O INTERNATIONAL



Mikhail Romanov, President

ENTERPRISES CORPORATION

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

M & O INTERNATIONAL ENTERPRISES CORP.

Jurisdiction

FLORIDA

The name and jurisdiction of each **subsidiary** corporation:

Name

M & O Enterprises, Inc.

Jurisdiction

COLORADO

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the \$1.00 one stock of M & O International Enterprises Corp. (the absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one shares of the \$1.00 par value Class A Preferred Stock of the surviving corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:
The ownership of the 100,000 issued and outstanding shares of Class "C" Common Voting Stock of the surviving corporation shall be divided between Mikhail Romanov - 51% and Oxana Romanova 49%

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: