

Resend 04/29/16 16:05:03PM

1/ 9

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.ex>

P130000 97656

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000107362 3)))



H160001073623ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6388

From: Account Name : GEOFFREY M. WAYNE, P.A.
Account Number : 076770003401
Phone : (305) 381-8108
Fax Number : (305) 381-8109

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: gn@abogadomiami.com

MERGER OR SHARE EXCHANGE
KAIROS HOLDING CORPORATION.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 MAY -2 P 2:14

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
16 MAY -2 AM 7:47

10:02 3 0 AM
T. LEMIEUX

Menger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KAIROS HOLDING CORPORATION

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Alexis Koratich

Contact Person

Geoffrey M. Wayne, P.A.

Firm/Company

135 San Lorenzo Ave., PH 840

Address

Coral Gables, FL 33146

City/State and Zip Code

gn@attorneymiami.com

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

For further information concerning this matter, please call:

Alexis Koratich

Name of Contact Person

At (305)

381-8108

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)

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)
KAIROH HOLDING CORPORATION	Florida	P13000097656

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PRODIGEST, INC.	Florida	P12000097305

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.)

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 4/29/2016

The Plan of Merger was adopted by the board of directors of the surviving corporation on NA 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 4/29/2016

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on NA and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 2016 MAY -2 P 2:14
 DEPT. OF STATE
 FLORIDA

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

KAIROS HOLDING CORPORATION

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PRODIGEST, INC.

Florida

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

PRODIGEST, INC. (the "Merging Corporation") shall merge with KAIROS HOLDING CORPORATION (the "Surviving 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: The Shareholder of PRODIGEST, INC. shall receive common shares in the Surviving corporation.

(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:
NA

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
NA

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

Jurisdiction

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

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:

(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:

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: