

P16000062218

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05/11/17--01034--015 **70.00

Merger

MAY 30 2017

D CUSHING

**THE LAW OFFICES OF
GEORGE D. PERLMAN, P.A.**

George D. Perlman NY, FL
Brett Bernstein, Associate NY, FL
Joseph Bendel, Associate FL

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1441 Brickell Avenue
Miami, Florida 33131

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Of Counsel to Robert Allen Law
E-Mail: george@gplawintl.com

Tel.: (305) 374-5646
Fax: (305) 374-2650

Tel. 011 44 207 851 0100
Fax 011 44 207 851 0136

May 10, 2017

Sent via Fedex: 7791 0582 8653

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger for Cambridge Invest Inc., and Omnia Group Ltd.
File: 100105.001

Dear Sir or Madam,

Enclosed please find the articles of merger for Cambridge Invest Inc, a Florida corporation, and Omnia Group Ltd., a New York corporation. These corporations will merge with Cambridge Invest Inc. being the surviving corporation. Also, enclosed please find our check no. 25378 in payment of the filing fee in the amount of \$70.00.

Should you have any questions or concerns regarding the above, please do not hesitate to contact me directly at joseph@gplawintl.com or (305) 374-5646.

Kindest regards,

JOSEPH BENDEL
Joseph Bendel (JC)

Encl
JB:jc

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CAMBRIDGE INVEST 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:

Joseph Bendel

Contact Person

George D. Perlman P.A.

Firm/Company

1441 Brickell Avenue, Suite 1400

Address

Miami, Florida 33131

City/State and Zip Code

dena@gplawintl.com

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

For further information concerning this matter, please call:

Joseph Bendel

Name of Contact Person

At (305) 374-5646

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2017

JOSEPH BENDEL
GEORGE D PERLMAN P.A.
1441 BRICKELL AVENUE, SUITE 1400
MIAMI, FL 33131

SUBJECT: CAMBRIDGE INVEST, INC.
Ref. Number: P16000062218

We have received your document for CAMBRIDGE INVEST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 217A00009917

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)
CAMBRIDGE INVEST INC.	Florida	P16000062218

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Omnia Group, Ltd.	New York	DOS ID: 2359021

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 May 4, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 May 4, 2017.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Cambridge Invest Inc.

David Paz, Director

Omnia Group, Ltd.

David Paz, President

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:

<u>Name</u>	<u>Jurisdiction</u>
Cambridge Invest, Inc.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Omnia Group, Ltd.	New York

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:

Omnia Group Ltd. is wholly owned subsidiary of Cambridge Invest Inc. Omnia Group Ltd. will merge with Cambridge Invest Inc. and Omnia Group Ltd. will cease to exist. Cambridge Invest Inc. will be the surviving entity and will assume all the obligations of Omnia Group Ltd. All shares of Omnia Group Limited will be transferred to Cambridge Invest Inc. This merger is being carried out pursuant to Fla. Stat. 607.1104(1)(a).

The title to all property owned by the merging corporation will be vested in the surviving corporation. The surviving corporation will be responsible and liable for all liabilities and obligations of the merging corporation and any claim, existing or action or proceeding pending by or against the merging corporation may be continued as if the merger did not occur, and neither the rights of creditors nor any liens upon any of the parent company's properties will be impaired by this merger.

(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: