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FILED  
2017 MAR 17 A 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 22 2016  
T. LEMIEUX

Murphy

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** VELGUMAR 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:

Felix G. Montanez, Esq.

\_\_\_\_\_  
Contact Person

The Law Office of Felix G. Montanez, P.A.

\_\_\_\_\_  
Firm/Company

4511 N. Himes Avenue, Suite 200

\_\_\_\_\_  
Address

Tampa, FL 33614

\_\_\_\_\_  
City/State and Zip Code

felix@montanezlawfirm.com

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

For further information concerning this matter, please call:

Felix G. Montanez, Esq.

\_\_\_\_\_  
Name of Contact Person

At ( 813 ) 816-2827

\_\_\_\_\_  
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, pursuant to section 607.1105, Florida Statutes.

2017 MAR 17 A 11:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
VELGUMAR CORP	FLORIDA	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MAVEL CORPORATION	PUERTO RICO	

**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 December 30, 2016.

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 December 30, 2016.

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)

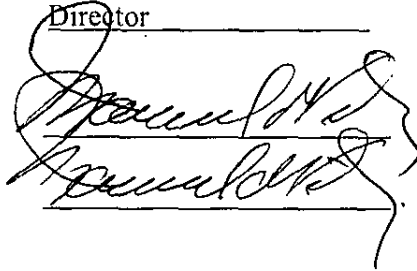
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

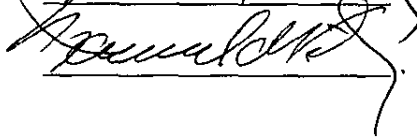
Typed or Printed Name of Individual & Title

VELGUMAR CORP



MANUEL A. VELEZ, Director

MAVEL CORP



MANUEL A. VELEZ, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into on this 30th day of December, 2016 by and among Velgumar Corp, a Florida Corporation, and Mavel Corporation, a Puerto Rico Corporation.

WHEREAS, the Mavel Corporation is a corporation organized under the laws of Puerto Rico;

WHEREAS, the shareholders of Mavel Corporation wish to exchange their interest in Mavel Corporation solely for stock in Velgumar Corp.

WHEREAS the parties to this agreement wish to enter into a tax-free merger of Mavel Corporation into Velgumar Corp., the surviving company.

WHEREAS the parties wish to transfer all of the assets of Mavel Corporation to Velgumar Corp as part of said merger.

Now, therefore, in consideration of the premises and the mutual promises herein made, and in consideration of the representations, warranties, and covenants herein contained, the Parties agree as follows:

1. TRANSFER OF ASSETS

Mavel Corporation will transfer all of the assets it owns to Velgumar Corp. In exchange, the shareholders of Mavel Corporation shall receive all the shares in Velgumar Corp in proportion to their ownership of Mavel Corporation.

2. ASSETS TO BE TRANSFERRED

Mavel Corporation is the owner of real estate holdings in Florida. Said holdings will be transferred to Velgumar Corp.

3. GOVERNING LAW

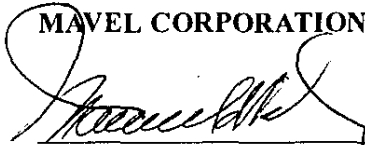
This Agreement and any dispute, disagreement, or issue of construction or interpretation arising hereunder whether relating to its execution, its validity, the obligations provided herein or performance shall be governed or interpreted according to the internal laws of the State of Florida without regard to choice of law considerations.

4. SURVIVING CORPORATION

The surviving Corporation shall be Velgumar Corp.

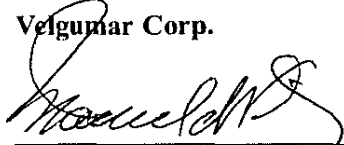
IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

**MAVEL CORPORATION.**

A handwritten signature in black ink, appearing to read 'Manuel A. Velez', written over a horizontal line.

Manuel A. Velez, President

**Velgumar Corp.**

A handwritten signature in black ink, appearing to read 'Manuel A. Velez', written over a horizontal line.

Manuel A. Velez, President