

P1900005579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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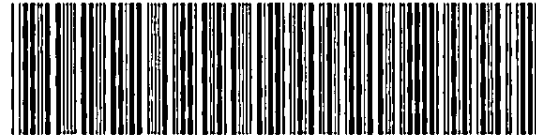
(Business Entity Name)

(Document Number)

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19 FEB 28 AM 7:44
TALLAHASSEE, FLORIDA

MAR 19 2019
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRO NETWORK US INC.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Richard C. Lewis, Esquire
Shorenstein & Lewis
9500 South Dadeland Blvd., Suite 601
Miami, FL 3315-2848
lewislaw@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard C. Lewis at 305-670-9901

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PRO NETWORK US INC.	Florida	corporation (P19000005579)
PRO NETWORK LLC	New Jersey	limited liability company (M16000004429)

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PRO NETWORK US INC.	Florida	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

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TALLAHASSEE, FLORIDA

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

date of filing

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

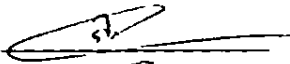
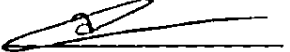
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PRO NETWORK US INC.		Onur Aksoy, President
PRO NETWORK LLC		Onur Aksoy, Manager

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of <u>incorporator</u>.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PRO NETWORK US INC.	Florida	corporation
PRO NETWORK LLC	New Jersey	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PRO NETWORK US INC.	Florida	corporation

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

Since all of the ownership interests of both entities is owned by one person, ONUR AKSOY, upon the effective date of the merger, all of the assets and liabilities of PRO NETWORK LLC, a New Jersey limited liability company, shall be transferred to PRO NETWORK US INC., a Florida, corporation, and the ownership interest in PRO NETWORK LLC., a New Jersey limited liability company, shall be cancelled and its separate existence shall cease to exist.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since all of the ownership interests of both entities is owned by one person, ONUR AKSOY, upon the effective date of the merger, all of the assets and liabilities of PRO NETWORK LLC, a New Jersey limited liability company, shall be transferred to PRO NETWORK US INC., a Florida, corporation, and the ownership interest in PRO NETWORK LLC., a New Jersey limited liability company, shall be cancelled and its separate existence shall cease to exist.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the rights to acquire the interests, shares, obligations or other securities of PRO NETWORK LLC, a New Jersey limited liability company, shall cease to exist upon the completion of this merger.

All of the rights to acquire the interests, shares, obligations or other securities of PRO NETWORK US INC., a Florida corporation, shall remain in existence upon the completion of this merger.

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A