

P9400081120

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

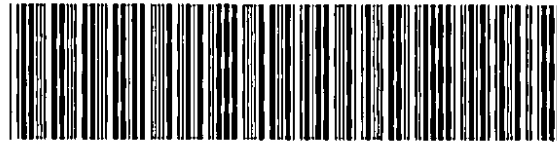
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DEPARTMENT OF STATE
TALLAHASSEE, FL

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL ORIDA

C. GOLDEN

DEC 27 2018

CG



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Coral Gables, FL 33134
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CORPORATION NAME(S) & DOCUMENT NUMBERS(S):

1. Imataca Corporation P94000081120
(CORPORATE NAME) (DOCUMENT #)

2. _____
(CORPORATE NAME) (DOCUMENT #)

3. _____
(CORPORATE NAME) (DOCUMENT #)

☐ Walk-In

☒ Pick up time: _____

☒ Certified Copy

☐ Certificate Of Status

New Filings	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input checked="" type="checkbox"/>	Other: <u>merger</u>

Amendments	
<input type="checkbox"/>	Amendments
<input type="checkbox"/>	Resignation
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other:

Other Filings	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Apostille:
<input type="checkbox"/>	Other:

Examiners Initials

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IMATACA 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:

LAURA KOHN

Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.

Firm/Company

2100 SALZEDO STREET, SUITE 300

Address

CORAL GABLES, FL 33134

City/State and Zip Code

LAURA@ARAZOZA.COM

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

or further information concerning this matter, please call:

AURA KOHN

Name of Contact Person

At (305)

444-6226 EXT 233

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
2018 DEC 26 PM 3:48
STATE OF FLORIDA
TALLAHASSEE, FL

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)
IMATACA CORPORATION	FLORIDA	P94000081120

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
YOKOIMA CORPORATION	BRITISH VIRGIN ISLANDS	132372

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.

R 12 / 27 / 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.)

ote: 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.

fth: 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 24, 2018.

the Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

th: 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 24, 2018.

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

IMATACA CORPORATION

Officer

ENZO PANIZ NORI, PRESIDENT/DIRECTOR

YOKOIMA CORPORATION

John F. Poirer

INES F. DE PANIZ, SECRETARY/DIRECTOR

ENZO PANIZ NORI, DIRECTOR

INES FASANO DE PANIZ, DIRECTOR

of the Party

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1105, FLORIDA STATUTES.

FIRST: The name and jurisdiction of incorporation of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
IMATACA CORPORATION	Florida	P94000081120

SECOND: The name and jurisdiction of incorporation of the **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
YOKOIMA CORPORATION	BVI	132372

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

THE MERGER

3.1 Effective Time: Merging Corporations. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as of the 27th day of December, 2018 (hereafter the "**Effective Time**"), YOKOIMA CORPORATION, a corporation organized and existing under the laws of the British Virgin Islands (hereafter "**YOKOIMA**"), shall be merged with and into IMATACA CORPORATION, a Florida corporation, with IMATACA CORPORATION, remaining as the surviving corporation (the "**Surviving Corporation**").

3.2 Articles of Incorporation: Regulations. (a) At the Effective Time, the Certificate of Incorporation of IMATACA CORPORATION, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law. (b) At the Effective Time, the By-laws of IMATACA CORPORATION, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or 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:

- (a) Conversion of shares. By virtue of this merger and without further action by the holder thereof, all the share of common stock of YOKOIMA issued and outstanding immediately prior to the Effective Time, shall without more be converted into and exchanged for shares of the Surviving Corporation stock. Each share of the Surviving Corporation that is issued and outstanding on the Effective Date shall continue as outstanding share of the Surviving Corporation.
- (b) Satisfaction of Rights of YOKOIMA Shareholders: All shares of the Surviving Corporation's stock into which YOKOIMA shareholder's stock shall have been converted and exchanged for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted stock.
- (c) Effect of Merger: On the Effective Time, the separate existence of YOKOIMA shall cease, and the Surviving Corporation shall be fully vested in YOKOIMA'S rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties.
- (d) Consent of Constituent Companies: The undersigned companies have each delivered authorizing resolutions unanimously consenting to and authorizing this Plan of Merger.

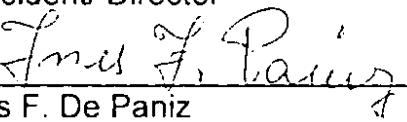
FIFTH: Taking of Necessary Action; Further Action. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of YOKOIMA or to be acquired by the Surviving Corporation as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Corporation and YOKOIMA, all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Corporation and YOKOIMA, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger and the Articles of Merger.

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Dated the 24th day of December, 2018

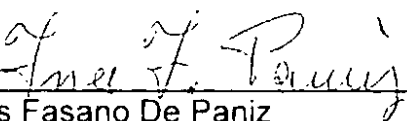
The Surviving Corporation
IMATACA CORPORATION, a
Florida Corporation

By: 
Enzo Paniz Nori
President/ Director

By: 
Ines F. De Paniz
Secretary/Director

The Merging corporation:
YOKOIMA CORPORATION, a
British Virgin Islands corporation

By: 
Enzo Paniz Nori
Director

By: 
Ines Fasano De Paniz
Director