

P96000046834

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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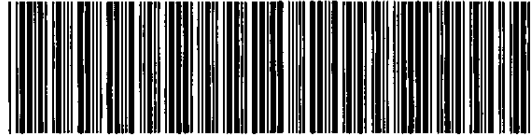
(Business Entity Name)

(Document Number)

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15 APR 14 PM 1:08  
DIVISION OF CORPORATIONS  
STATE OF NEW YORK

EFFECTIVE DATE  
4-20-2015

C.L.  
4-17-15



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 16, 2015

MALINDA HAYES, ESQ.  
FRANK, WHITE-BOYDM HAYES, P.A.  
2925 PGA BOULEVARD - STE. 204  
PALM BEACH GARDENS, FL 33410

SUBJECT: GENARO'S CORPORATION  
Ref. Number: P96000046834

We have received your document for GENARO'S CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 415A00007575

**COVER LETTER**

**By Facsimile 850-245-6897  
Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32341**

**Subject: Genaro's Corporation**

**To whom it may concern:**

The enclosed Articles of Merger are submitted for filing, revised per your letter rejecting the original submission on 4/16/15. A check in the amount of \$70 was previously provided. If at all possible, please review and file early in the day on Monday, as there is a pending deadline Monday afternoon. If there is any problem with the submission, please call me to discuss.

Please return all correspondence concerning this matter to the following:

**Malinda Hayes, Esq  
Frank, White-Boyd, Hayes, P.A.  
2925 PGA Boulevard Suite 204  
Palm Beach Gardens, Florida 33410  
[Malinda@fwbpa.com](mailto:Malinda@fwbpa.com)**

For further information concerning this matter, please call:

**Malinda Hayes at 561-626-4700**

An additional copy is included with the transmission, and an additional \$8.75 was enclosed with the original submission. Please provide a certified copy.

Articles of Merger

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 APR 14 PM 1:08

The following articles of merger are submitted in accordance with the Florida Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: NAME AND JURISDICTION OF SURVIVING CORPORATION:

The name of surviving corporation is Genaro's Corporation. It was formed in Florida on May 21, 1996 Document #P96000046834

SECOND: NAME AND JURISDICTION OF MERGING CORPORATION:

The name of the merging corporation is Genaro's Corporation II. It is a Florida corporation that was formerly known as Hirtanzo, Inc. and was amended to its current state formed in Florida on April 7, 2003 Document # L79933

THIRD: MERGER PLAN

The Plan of Merger is attached hereto as Exhibit A.

FOURTH: EFFECTIVE DATE

The effective date of the merger shall be April 20, 2015

FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION

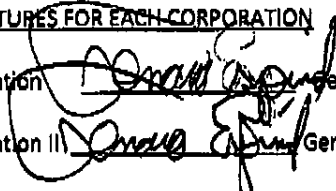
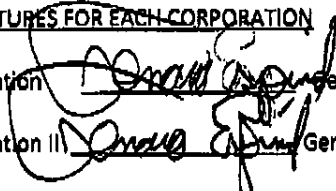
The Plan of Merger was adopted by the unanimous consent of both the board of directors and the shareholders of the surviving corporation, Genaro's Corporation, on April 13, 2015.

SIXTH: ADOPTION OF MERGER BY MERGING CORPORATION

The Plan of Merger was adopted by the unanimous consent of both the board of directors and the shareholders of the merging corporation, Genaro's Corporation II, on April 13, 2015.

EFFECTIVE DATE  
4-20-2015

SEVENTH: SIGNATURES FOR EACH CORPORATION

Genaro's Corporation  Genaro Espinal, sole Director Date: 4-13-2015  
Genaro's Corporation II  Genaro Espinal, sole Director Date: 4-13-2015

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 APR 14 PM 1:08

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 APR 14 PM 1:08

PLAN OF MERGER

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.

NAME AND JURISDICTION OF SURVIVING CORPORATION

The name of the surviving corporation is GENARO'S CORPORATION and the jurisdiction of the surviving corporation is FLORIDA

The name of the merging corporation is GENARO'S II CORPORATION and the jurisdiction of the merging corporation is FLORIDA

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger are as follows:

- 1) the merging corporation will cease to exist as a separate and distinct entity
- 2) the surviving corporation will assume all debts and liabilities of the merging corporation, including any and all tax obligations
- 3) the surviving corporation will, on or before the merger effective date have received a bill of sale or deeds or other documents evidencing the transfer of all right, title and ownership in and to any and all assets of the merging corporation, other than as become assets as a matter of law pursuant to Florida Statutes Section 607.1106
- 4) appropriate minutes and resolutions reflecting the undertaking of proper corporate formality to affect this merger shall have been duly created and issued by and to the surviving entity and the merging entity and to each other.

MANNER AND BASIS OF CONVERTING SHARES

Existing shareholders of the merging corporation as of the effective date of the merger shall have their share interests in the merging corporation retired and new shares of an equivalent amount and value shall be issued to said shareholders from the surviving corporation

AMENDMENTS NOT REQUIRED

The articles of incorporation of the surviving entity do not require amendment at this time.

EFFECTIVE DATE

The effective date of the merger shall be April 20, 2015

Signed and attested to this 13th day of April 2015

Genaro's Corporation  
By: [Signature]  
Witness: [Signature]

Genaro's Corporation II  
By: [Signature]  
Witness: [Signature]