

P96 000091930

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

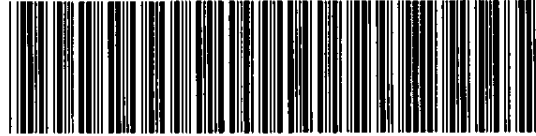
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
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SUPPORT SERVICES DIVISION

1-26-17

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 1/25/17
ACCT. I2016000072

W: C D W

Name:	Zeno Financial Serv., Inc - Zeno Office Solutions
Document #:	
Order #:	70658870

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
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Amount: \$ 70.00

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ZENO OFFICE SOLUTIONS, 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:

Denise Rizzo
Contact Person

Global Imaging Systems, Inc.
Firm/Company

3903 Northdale Blvd Ste 200W
Address

Tampa, FL 33624
City/State and Zip Code

rizzod@gisx.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Rizzo
Name of Contact Person

At (813) 329-7625
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)

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)
ZENO OFFICE SOLUTIONS, INC.	FLORIDA	P96000091930

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ZENO FINANCIAL SERVICES, INC.	FLORIDA	P10000086224

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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.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
1/25/2017 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
1/25/2017 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

Zeno Office Solutions, Inc.



R. Edward Bass, Director and VP

Zeno Financial Services, Inc.



Roxanne Kosarzycki, Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of January 25, 2017 ("Agreement"), is entered into by and between Zeno Financial Services, Inc., a Florida corporation ("Subsidiary") and Zeno Office Solutions, Inc., a Florida corporation ("Parent").

WHEREAS, the respective Boards of Directors of Subsidiary and Parent have determined that it is advisable and in the best interests of such corporations that Subsidiary merge with and into Parent upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, all issued and outstanding shares of Subsidiary are owned by Parent;

WHEREAS, the respective Boards of Directors of Subsidiary and Parent have approved this Agreement and have directed this Agreement be executed by the undersigned officers;

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Subsidiary and Parent hereby agree as follows:

1. Merging Corporations. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, Subsidiary shall be merged with and into Parent (the "Merger"), the separate existence of Subsidiary shall cease and Parent shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the State of Florida and the Merger shall become effective upon filing ("Effective Time").

2. Certificate of Incorporation; Bylaws; Directors and Officers. The Certificate of Incorporation and bylaws of Parent in effect immediately prior to the Effective Time shall remain the governing documents of the Surviving Corporation. The directors and officers of Parent immediately following the Effective Time shall be the directors and officers of the Surviving Corporation to serve until their successors have been elected or qualified or until their resignation or removal according to law, the Articles of Incorporation or the Bylaws of the Surviving Corporation.

3. Subsidiary Shares. Each share of Subsidiary, issued and outstanding immediately prior to the Merger, shall automatically be cancelled based on the fact that Surviving Corporation is the sole shareholder.

4. Effect of Merger. At the Effective Time, the separate corporate existence of Subsidiary shall cease and Surviving Corporation, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) be subject to all actions previously taken by its and Subsidiary's Boards of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Subsidiary; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of Subsidiary in the same manner as if Parent had itself incurred them, all as more fully provided under the applicable provisions of the Florida Law.

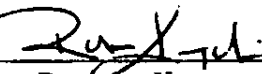
5. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Subsidiary or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Amendment; Governing Law. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Agreement prior to the Effective Date. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida.


7. Address. The principal street address of the Surviving Corporation is 8701 Florida Mining Blvd., Suite 8709, Tampa, Florida 33634.

8. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and may be delivered electronically in Adobe PDF format. Signatures so delivered electronically shall be deemed the same as originals.

ZENO FINANCIAL SERVICES, INC.

By  _____
Roxanne Kosarzycki
Secretary

ZENO OFFICE SOLUTIONS, INC.

By  _____
R. Edward Bass
Director and Vice President