

570407

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE
COPA INVESTMENTS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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Merge

Dec. 29. 2011 10:54AM

----- PAGE 1/001 F.No. 3811



December 28, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

POAC, INC.
C/O JOHN P. PERFETTI, ESQ.
226 MADISON ROAD
SCARSDALE, NY 10583

SUBJECT: POAC, INC.
REF: J10407

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

1- WRONG NAME ON COVER SHEET, 2- MERGER FILED UNDER WRONG F.S. SHOULD BE FILED UNDER 607.1105.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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 Num</u> |
|------------------------|---------------------|---------------------|
| COPA Investments, Inc. | Delaware | N/A |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Num</u> |
|-------------|---------------------|---------------------|
| POAC, Inc. | Florida | N/A |

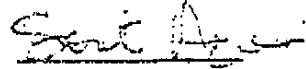

Third: The Plan of Merger is attached..

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2011.

Sixth: Adoption of Merger by merging corporation(s)
The Plan of Merger was adopted by the shareholders of the merging corporation on December 19, 2011.

Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Entity/Organization</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|------------------------------------|--|--|
| COPA INVESTMENTS, INC. |  | Sante Agarini CEO and Treasurer |
| POAC, INC. |  | Sante Agarini CEO and Treasurer |

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is entered into as of December 29, 2011 by and between POAC, Inc., a Florida corporation ("POAC"), and COPA Invest Inc., a Delaware corporation ("COPA").

Preliminary Statement

WHEREAS, POAC and COPA deem it advisable and in the best interests of both that POAC be merged with and into COPA on the terms and conditions set forth in this Plan of Merger.

NOW, THEREFORE, in consideration of the Preliminary Statement and the covenants contained herein, the parties hereto agree as follows:

1. POAC will be merged with and into COPA (the "Merger") pursuant to the provisions of the Delaware General Corporation Law (the "Delaware Law") and Section 607.1107 Florida Statutes (the "Florida Law" and, together with the Delaware Law, the "Laws"). COPA will be the surviving entity from and after the Merger. Upon the Merger, COPA shall succeed to all of the rights, privileges, powers and property of POAC in the manner of and as more fully set forth in the Laws. The separate existence of POAC will cease upon the completion of the Merger in accordance with the provisions of the Laws.

2. The Bylaws of COPA that are in force and effect at the time of the Merger will remain in effect until amended pursuant to the provisions thereof and the provisions of the Law.

3. The directors and officers of COPA prior to the Merger will be the directors and officers of COPA following the merger, all of whom will hold their positions until the expiration and qualification of their respective successors or until their tenure is otherwise terminated as provided in the Bylaws and the Law.

4. Each outstanding share of capital stock of POAC which is outstanding prior to the effective time of the Merger will, by reason of the Merger, be cancelled and retired at the time of the Merger without any action on the part of POAC. As of the Merger, any certificate representing shares of capital stock in POAC will be cancelled.

5. The parties hereto agree that they will cause to be done any and all acts and things and cause to be executed, delivered, filed, and recorded any and all instruments, papers and documents prescribed by the laws of the State of Delaware or the State of Florida which become necessary, proper, or convenient to effectuate the Merger or to carry out or put into effect any of the provisions of this Plan of Merger.

6. The Merger will become effective upon filing of the certificate of merger which shall be filed with the State of Delaware and the articles of merger which will be filed with the State of Florida.

7. This Plan of Merger shall be governed by, and construed and interpreted in accordance with, the laws of the State of Delaware.

8. It is the intent of POAC and COPA that this Plan of Merger shall be considered (a) statutory merger and shall be undertaken under the applicable sections of the Internal Revenue Code of 1986, as amended; and (b) a "plan of reorganization" for such purposes.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger of the day first above written.

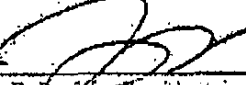
POAC, INC.

By: 
Sante Agarini, CEO & Treasurer

By: 
John P. Perfetti, President

COPA INVESTMENTS, INC.

By: 
Sante Agarini, CEO & Treasurer

By: 
John P. Perfetti, President