

1/15 Jan. 16. 2015

349269

No. 1105 P. 1

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**MERGER OR SHARE EXCHANGE**

**Gold Coast Beverage Distributors**

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1/20/15

Jan. 16. 2015 1:39PM

No. 1105 P. 2

((H15000012593 3)))

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**ARTICLES OF MERGER OF  
GOLD COAST HOLDINGS, INC.,  
a Delaware Corporation,  
AND  
GOLD COAST BEVERAGE DISTRIBUTORS, INC.,  
a Florida Corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

**ARTICLE I**

The name and jurisdiction of the surviving corporation is **GOLD COAST BEVERAGE DISTRIBUTORS, INC.**, a Florida corporation, Document Number 349269 (the "Surviving Corporation").

**ARTICLE II**

The name and jurisdiction of the merging corporation is **GOLD COAST HOLDINGS, INC.**, a Delaware corporation (the "Merging Corporation").

**ARTICLE III**

The Agreement of Merger ("Plan of Merger") is attached hereto as Exhibit "A."

**ARTICLE IV**

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

**ARTICLE V**

The Plan of Merger was adopted by the sole member of the Board of Directors and the sole Shareholder of the Surviving Corporation on January 16, 2015 in accordance with the applicable provisions of Chapter 607, Florida Statutes.

**ARTICLE VI**

The Plan of Merger was adopted by the sole member of the Board of Directors and the sole Shareholder of the Merging Corporation on January 16, 2015, in accordance with the applicable provisions of Title 8 of the Delaware Code.

(Signature Page Follows)

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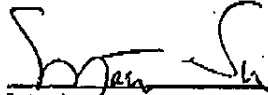
No. 1105 P. 3

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Dated this 16 day of January, 2015.

AS TO SURVIVING CORPORATION:

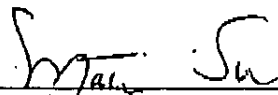
GOLD COAST BEVERAGE  
DISTRIBUTORS, a Florida corporation



Martin Sweren  
Its: Secretary

AS TO MERGING CORPORATION:

GOLD COAST HOLDINGS, INC.,  
a Delaware corporation



Martin Sweren  
Its: Secretary

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### AGREEMENT OF MERGER

This Agreement of Merger is made this 16<sup>th</sup> day of January, 2015, by and between Gold Coast Holdings, Inc., a Delaware corporation, (hereinafter referred to as "Gold Coast Holdings") and Gold Coast Beverage Distributors, Inc., a Florida corporation, with a principal office at 44 Coconut Row, Suite T-8, Palm Beach, FL 33480 (hereinafter referred to as "Gold Coast Beverage").

WHEREAS, Stephen A. Levin with an office at 44 Coconut Row, Suite T-8, Palm Beach, FL 33480 ("Levin") is the sole Director of both Gold Coast Holdings and Gold Coast Beverage; Eran Holdings, Inc., a Delaware corporation ("Eran Holdings") is the sole Shareholder of Gold Coast Holdings; and Gold Coast Holdings is the sole Shareholder of Gold Coast Beverage; and

WHEREAS, Gold Coast Holdings has carried on business through January 16, 2015; and

WHEREAS, Levin, Eran Holdings, and Gold Coast Holdings want to cause Gold Coast Holdings to merge into Gold Coast Beverage; and

WHEREAS the consequence of this Agreement of Merger is to cause all of the assets of Gold Coast Holdings to be owned by Gold Coast Beverage with Gold Coast Beverage assuming all of the obligations of Gold Coast Holdings, with the only change being a change in the place of organization of Gold Coast Holdings.

NOW THEREFORE in consideration of the promises and the mutual agreements herein contained and of the mutual benefits hereby provided it is agreed by and between the parties hereto as follows:

1. *Merger.* Gold Coast Holdings shall be and hereby is merged into Gold Coast Beverage. Immediately following the merger, Gold Coast Beverage shall own all assets of Gold Coast Holdings and shall be responsible for all liabilities of Gold Coast Holdings.

2. *Effective Date.* This Agreement of Merger shall become effective immediately upon compliance with the laws of the State of Delaware and the State of Florida, with the time of such effectiveness being hereinafter called the "Effective Date."

3. *Surviving Corporation.* Gold Coast Beverage shall be the survivor of the merger herein contemplated and shall be governed by the laws of the State of Florida and the separate corporate existence of Gold Coast Holdings shall cease forthwith upon the Effective Date.

4. *Authorized Capital.* The Authorized Capital stock of Gold Coast Beverage following the Effective Date shall be 100,000 shares of \$0.01 par value Common Stock.

5. *Certificate of Incorporation.* The Certificate of Incorporation of Gold Coast Beverage as filed shall be the Certificate of Incorporation of Gold Coast Beverage following the Effective Date.

((H15000012593 3))

((H15000012593 3))

6. *Bylaws.* The Bylaws of Gold Coast Beverage shall be the Bylaws of Gold Coast Beverage following the Effective Date.

7. *Exchange of Shares.* In connection with the Agreement of Merger, Eran Holdings hereby transfers its ownership 1,000 Shares of Common Stock having no par value per share of Gold Coast Holdings in exchange for 83,000 shares of the outstanding shares of \$0.01 par value Common Stock of Gold Coast Beverage, representing that these are the only shares of either corporation issued and outstanding immediately prior to the merger.

8. *Retirement of Gold Coast Holdings Outstanding Stock.* Upon the Effective Date, each of the issued and outstanding shares of Common Stock of Gold Coast Holdings and all rights in respect thereof shall be retired so that the only shares of the merged corporations remaining outstanding are the 83,000 shares of \$0.01 par value Common Stock of Gold Coast Beverage.

9. *Stock Outstanding after the Effective Date.* Upon the Effective Date, the presently issued and outstanding 83,000 shares of \$0.01 par value Common Stock of Gold Coast Beverage owned by Eran Holdings shall continue to be issued and outstanding and shall represent all shares of the merged corporations.

10. *Further Assurances.* If at any time Gold Coast Holdings or Gold Coast Beverage shall consider or be advised that any additional documents, acknowledgments or assurances are necessary or desirable in order to acknowledge or confirm in Gold Coast Beverage any right, title and interest of Gold Coast Beverage to the assets previously held by Gold Coast Holdings, the Officers and Directors of both Corporations are hereby instructed and will execute and deliver all such documents or assurances and do all things necessary or proper to acknowledge or confirm such right title or interest in Gold Coast Beverage as shall be necessary to carry out the purposes of this Agreement of Merger and Plan of Reorganization, and the Officers and Directors of both Gold Coast Holdings and Gold Coast Beverage are hereby authorized and empowered to take any and all actions in the name of either Gold Coast Holdings or Gold Coast Beverage to carry out the purposes of this Agreement of Merger and Plan of Reorganization.

11. *Confirmation of Officers and Directors.* Each of the parties hereto ratify and confirm that on the Effective Date of this Agreement of Merger, Stephen A. Levin is the sole Director of both Corporations and Eran Holdings is the sole Shareholder of Gold Coast Holdings, and Gold Coast Holdings is the sole Shareholder of Gold Coast Beverage, and the following named individuals are the current officers of both corporations:

Stephen A. Levin	President / Chairman
Martin Sweren	Vice President / Secretary
Alfonso G. Fernandez	Chief Operating Officer
Frank Schwiep	Chief Executive Officer

((H15000012593 3))

Jan. 16. 2015 1:39PM

No. 1105 P. 6

((H15000012593 3)))

Each of the parties hereto has caused this Agreement of Merger to be signed, as of the date above, as an instrument under seal in accordance with the laws of the State of Delaware and the State of Florida.

Gold Coast Holdings, Inc.,  
a Delaware corporation

By:   
Martin Sweren, Vice President / Secretary

Gold Coast Beverage Distributors, Inc.,  
a Florida corporation

By:   
Martin Sweren, Secretary

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