

PO000121194

Florida Department of State
Division of Corporations
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Phone : (561)694-8107
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MR. R. WHITE
MAR 22 2017
R. WHITE

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MERGER OR SHARE EXCHANGE

Morbon, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
FOR
BRAINPOWER DEVELOPMENT INC.
INTO
MORBON, INC.**

The following Articles of Merger are submitted to merge Brainpower Development, Inc., a Florida corporation into Morbon, Inc., a Florida corporation in accordance with Section 607.1105, Florida Statutes.

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

Name	Jurisdiction	Document Number
Morbon, Inc.	Florida	P02000121194

SECOND: The name and jurisdiction of its merging corporation is:

Name	Jurisdiction	Document Number
Brainpower Development Inc.	Florida	P17000016928

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.

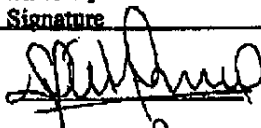
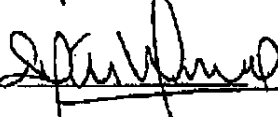
FIFTH: Adoption of Merger by Morbon, Inc.

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 20 2017.

SIXTH: Adoption of Merger by Brainpower Development Inc.

The Plan of Merger was adopted by the shareholder of the merging corporation on March 20 2017.

SEVENTH: Signature(s) for each entity:

Name	Signature	Name of Individual & Title
Morbon, Inc.		Sofia Isabel Moreno Bonilla Director
Brainpower Development Inc.		Sofia Isabel Moreno Bonilla Director

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:

Name	Jurisdiction	Document Number
Morbon, Inc.	Florida	P02000121194

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number
Brainpower Development Inc	Florida	P17000016928

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.


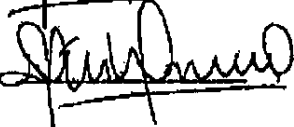
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation March 20, 2017.

Sixth: Adoption of Merger by merging corporation(s)

The Plan of Merger was adopted by the shareholder of the merging corporation(s) on March 20, 2017.

Seventh: SIGNATURES FOR EACH CORPORATION

Name	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Morbon, Inc.		Sofia Isabel Moreno Bonilla Director
Brainpower Development Inc.		Sofia Isabel Moreno Bonilla Director

**PLAN OF MERGER
FOR
BRAINPOWER DEVELOPMENT INC.
INTO
MORBON, INC.**

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.

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

<u>Name</u>	<u>Jurisdiction</u>
Morbon, Inc.	Florida

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Brainpower Development Inc.	Florida

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

1. The consummation of the merger shall have all of the effects set forth in Section 607.1106 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, all of the obligations of Brainpower Development Inc. ("Brainpower") as well as all of the rights, privileges and powers of Brainpower, and all property, real, personal and mixed, and all debts due to Brainpower or owed by Brainpower, and all franchises, licenses and permits held by Brainpower, as well as all other things and causes of action belonging to Brainpower, shall remain vested in Morbon, Inc. ("Morbon") and shall be the property of Morbon, and the title to any real property vested by deed or otherwise in Brainpower shall not revert or be in any way impaired.
2. The surviving entity shall be governed by its current bylaws.
3. Upon the filing of the Articles of Merger, the directors and officers of Brainpower shall be removed and the directors and officers of Morbon shall remain.
4. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of Brainpower and Morbon at any time prior to the filing of the Articles of Merger in the manner and to the extent provided in the Business Corporation Act.
5. If this Plan is terminated pursuant to the provisions hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

6. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of Brainpower and Morbon at any time prior to the Effective Date of the merger in the manner and to the extent provided in the Business Corporation Act.

7. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

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

By virtue of the Merger and without any action on the part of Brainpower, Morbon or any holder thereof, the shares of common stock of Brainpower, issued and outstanding immediately prior to Merger, all of which are held by the sole shareholder of Brainpower, shall be automatically converted into shares of common stock of Morbon. Immediately prior to the merger, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock.