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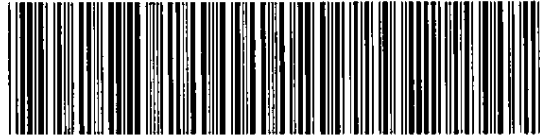
(Business Entity Name)

(Document Number)

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2017 DEC 28 AM 10:31

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2017 DEC 28 PM 2:57

DEC 29 2017

Merge

CT CORP - C/O SUNSHINE CORPORATE**3458 Lakeshore Drive, Tallahassee, FL 32312****850-656-4724****Date:** 12/28/17

Acc#120160000072



Name:	Perlini Inc.
Document #:	
Order #:	10773952

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Certificate of Good Standing:				
Apostille/Notarial Certification:			Country of Destination:	
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Amount: \$ 70

Thank you!

ARTICLES OF MERGER

FOR

FLORIDA CORPORATION

FILED

2017 DEC 28 A 10:32

CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1104, 607.1105, 607.1107 of the Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bluften Limited	British Virgin Islands	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Perlini Inc.	Florida	Corporation

THIRD: The attached Plan of Merger was adopted by the sole shareholder and the board of directors of the surviving corporation on December 26, 2017.

FOURTH: The attached Plan of Merger was adopted by the shareholders and the board of directors of the merging corporation on December 26, 2017.

FIFTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

SIXTH: The merger is to become effective upon the filing of these Articles.

SEVENTH: The Plan of Merger is on file at 1230 Seagull Terrace, Hollywood, Florida 33019, the office of the surviving corporation.


EIGHTH: A copy of the Plan of Merger will be furnished by the surviving corporation upon request, without cost, to any member of the merging and surviving corporation.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by all of the members of the Board of Directors on this 27th day of December 2017.

BLUFTON LIMITED, a British Virgin Islands Corporation

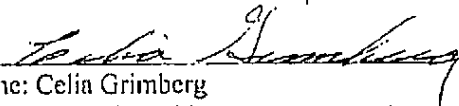
H.T.M. Services Ltd., Director

By: 

Name: Howard Berke and Gabriel Charles

Title: Authorized Signatories

PERLINI INC., a Florida Corporation

By: 

Name: Celia Grimberg

Title: Director/ President

By: 

Name: Diana Grimberg

Title: Director/ Vice President

By: 

Name: Manuel Grimberg

Title: Director/ Vice President

**AGREEMENT AND PLAN OF MERGER
MERGING BLUFTON LIMITED
WITH AND INTO PERLINI INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"). effective as of December 26, 2017, is made by **BLUFTON LIMITED**, a corporation organized and existing under the laws of the British Virgin Islands ("BLUFTON") and **PERLINI INC.**, a Florida corporation and a wholly owned subsidiary of BLUFTON ("PERLINI").

WHEREAS, BLUFTON and PERLINI desire to effect the statutory merger of BLUFTON with and into PERLINI pursuant to the Act, with PERLINI to survive such merger;

WHEREAS, BLUFTON and PERLINI have adopted and approved this Plan of Merger in accordance with Sections 607.1103 and 607.1107 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the parties hereto intend that the transactions described in this Plan of Merger shall, taken together, constitute a tax-free reorganization described in section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury Regulations promulgated thereunder (the "Regulations"), and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder, and that this Plan of Merger shall constitute a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

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

1. **Terms and Conditions of Merger.** BLUFTON shall, pursuant to the provisions of the Act, be merged with and into PERLINI (the "Merger"), which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Date (as set forth in paragraph 3), the existence of BLUFTON shall cease. On the Effective Date, the corporate existence of PERLINI, with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation it shall succeed to all the rights, assets, liabilities and obligations of BLUFTON as and to the extent provided in Section 607.1106 of the Florida Business Corporation Act.

2. **Capital Stock.** The number of issued and outstanding shares of BLUFTON is Forty Thousand (40,000), of par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the Merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of BLUFTON. The total number of issued and outstanding shares of PERLINI is One Thousand (1,000), par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the Merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of PERLINI. The issued shares of BLUFTON shall, upon the Effective Date, be surrendered and cancelled. New shares in PERLINI shall be issued upon written resolution of its board of directors to accurately reflect the issuance of the shares of PERLINI pursuant to the terms

of the Merger. The total of issued shares shall continue to represent one hundred percent (100%) of the shares in PERLINI.

3. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "**Effective Date**"), and, as of the Effective Date, PERLINI shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of BLUFTON.

4. **Officers and Directors.** The officers and directors of PERLINI immediately prior to the Effective Date shall be the officers and directors of PERLINI as of and after the Effective Date.

5. **Articles of Incorporation.** The Articles of Incorporation of PERLINI that are in effect immediately prior to the Effective Date shall be the Articles of Incorporation of PERLINI as of and after the Effective Date.

6. **Bylaws.** The Bylaws of PERLINI that are in effect immediately prior to the Effective Date shall be the Bylaws of PERLINI as of and after the Effective Date.

7. **U.S. Federal Income Tax Treatment.** The transactions contemplated by this Plan of Merger, taken together, are intended to constitute a reorganization within the meaning of Section 368(a)(1) of the Code, the Regulations promulgated thereunder, and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder. The parties to this Plan of Merger shall take any and all actions, file such reports and do such other things as may be necessary to assure that the transactions described herein qualify as such a tax-free reorganization. The parties to this Plan of Merger hereby adopt this Plan of Merger as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

8. **Further Assurance of Title.** From time to time, as and when requested by PERLINI or by its successors and assigns, there shall be executed and delivered on behalf of BLUFTON such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in PERLINI the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of BLUFTON, and otherwise carry out the purposes of this Plan of Merger, and the officers of PERLINI are fully authorized in the name and on behalf of BLUFTON or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. **Approval by the Shareholders and the Board of Directors of BLUFTON.** This Plan of Merger was approved and adopted by the shareholders and the sole Director of BLUFTON pursuant to that certain Unanimous Written Consent of the Sole Director and all of the Shareholders of BLUFTON, dated December 26, 2017.

10. **Approval by Shareholder and Board of Directors of PERLINI.** This Plan of Merger was approved and adopted by the sole shareholder and all of the Members of the

Board of Directors of PERLINI pursuant to that certain Unanimous Written Consent of all of the Members of the Board of Directors and the Sole Shareholder of PERLINI, dated December 21, 2017.

11. **Counterparts.** This Plan of Merger may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Any counterpart may be executed by facsimile or any image transmitted by electronic mail (such as a portable document format (PDF) file) which shall be treated the same as a manually signed original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the date first set forth above.

BLUFTON LIMITED, a British Virgin Islands Corporation

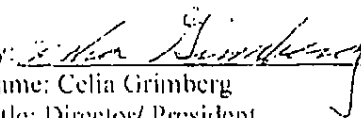
H.T.M. Services Limited, its Director

By: 

Name: Howard Berke and Gabriel Carles

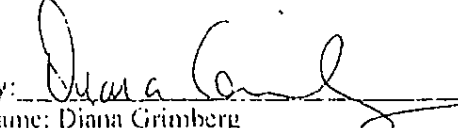
Title: Authorized Signatories

PERLINI INC., a Florida Corporation

By: 

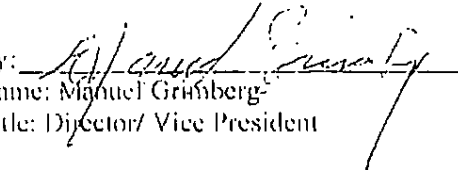
Name: Celia Grimberg

Title: Director/ President

By: 

Name: Diana Grimberg

Title: Director/ Vice President

By: 

Name: Manuel Grimberg

Title: Director/ Vice President