

12/30/2013 12:00 FAX

Division of Corporations

GUNSTER YOKLEY

001/001

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P08000099168

Florida Department of State
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
EWC HOLDINGS, INC.

Certificate of Status	0
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STATE OF FLORIDA
ARTICLES OF MERGER
OF
EWC FRANCHISE HOLDINGS, INC.
WITH AND INTO
EWC HOLDINGS, INC.

elt.
12-31-13

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
EWC Franchise Holdings, Inc. The Village at Gulfstream Park 600 Silks Run, Suite 2270 Hallandale Beach, FL 33009	Florida	P12000101308

SECOND: The exact name and jurisdiction for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
EWC Holdings, Inc. The Village at Gulfstream Park 600 Silks Run, Suite 2270 Hallandale Beach, FL 33009	Florida	P08000099168

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of 11:59:59 P.M. Eastern Time on December 31, 2013 or the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Plan of Merger by the merging corporation. The attached Plan of Merger meets the requirements of Sections 607.1101 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the merging corporation on December 27, 2013, and each of the shareholders of the merging corporation, upon recommendation by the Board of Directors, on December 27, 2013 in accordance with Chapter 607 of the Florida Statutes.

SIXTH: Adoption of Plan of Merger by the surviving corporation. The attached Plan of Merger meets the requirements of Sections 607.1101 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the surviving corporation on December 27, 2013, and each of the shareholders of the surviving corporation, upon recommendation by the Board of Directors, on December 27, 2013 in accordance with Chapter 607 of the Florida Statutes.

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GUNSTER YOAKLEY

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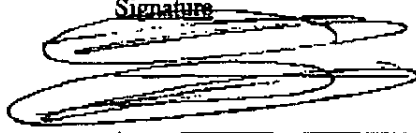
SEVENTH: Signatures for each corporation:

Entity Names

Signature

Name of
Individual and Title

EWC Holdings, Inc.



David Coba, President

BWC Franchise Holdings, Inc.

David Coba, President

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PLAN OF MERGER
TO
ARTICLES OF MERGER
OF
EWC FRANCHISE HOLDINGS, INC.
WITH AND INTO
EWC HOLDINGS, INC.

The following plan of merger is submitted in compliance with Sections 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EWC Franchise Holdings, Inc. The Village at Gulfstream Park 600 Silks Run, Suite 2270 Hallandale Beach, FL 33009	Florida	P12000101308
		<u>EIN Number</u>
		80-0879081

SECOND: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EWC Holdings, Inc. The Village at Gulfstream Park 600 Silks Run, Suite 2270 Hallandale Beach, FL 33009	Florida	P08000099168
		<u>EIN Number</u>
		80-0299729

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

(a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of EWC Franchise Holdings, Inc. shall be transferred to and vested in EWC Holdings, Inc. without further act or deed.

(b) Assumption of Obligations. All obligations of EWC Franchise Holdings, Inc. shall become the obligations of EWC Holdings, Inc.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and current Bylaws of EWC Holdings, Inc. immediately prior to the merger shall survive as the Articles of Incorporation and Bylaws of EWC Holdings, Inc.

(d) Officers and Board of Directors. The officers and the board of directors of EWC Holdings, Inc., immediately prior to the merger shall survive as the officers and board of directors of the surviving EWC Holdings, Inc.

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(c) Effective Date. The merger shall become effective on the later of 11:59:59 P.M. Eastern Time on December 31, 2013 or the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

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:

A. The manner and basis of converting the securities of EWC Franchise Holdings, Inc. into the securities of EWC Holdings, Inc., in whole or in part, into cash or other property are as follows:

All shares (or other evidences of ownership) of EWC Franchise Holdings, Inc. (i.e. the merging corporation) immediately prior to the Effective Time of the merger shall not be converted in any manner, but each said share (or other evidence of ownership) which is issued to or held by any shareholder of EWC Franchise Holdings, Inc. immediately prior to the Effective Time of the merger shall be surrendered and extinguished. There shall be no changes to the securities of EWC Holdings, Inc. (i.e. the surviving corporation), as it is understood, for the avoidance of doubt, that on the Effective Time of the merger, all of equity interests of EWC Holdings, Inc. are held, on a percentage basis, identical to the ownership of EWC Franchise Holdings, Inc. immediately prior to the merger, such that the effective ownership of EWC Holdings, Inc. is identical to the ownership of EWC Franchise Holdings, Inc. immediately prior to the merger.

B. The manner and basis of converting rights to acquire securities of EWC Franchise Holdings, Inc. into rights to acquire securities of EWC Holdings, Inc., in whole or in part, into cash or property are as follows:

Upon the Effective Time of the merger, all rights in respect of securities of EWC Franchise Holdings, Inc. (i.e. the merging corporation) shall be canceled. There shall be no change in the rights to acquire securities of EWC Holdings, Inc. (i.e. the surviving corporation).