

K. SALLY
EXAMINER
DEC 14 2012

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DATE: 12/13/12

NAME: SOFIDLE AMERICA CORP.

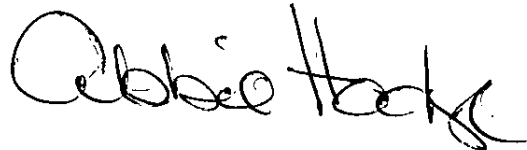
TYPE OF FILING: MERGER

COST: 160.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to read "Abbie Hodge", is written over the printed name "ABBIE/PAUL HODGE". The signature is fluid and cursive.

EFFECTIVE DATE
12-17-2012

FILED
12 DEC 13 AM 11:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CELLYNNE HOLDINGS, LLC, CELLYNNE LLC, CELLYNNE U.S.A., LLC,
CELLYNNE OF NEVADA, LLC AND STEFCO INDUSTRIES, LLC
INTO
SOFIDEL AMERICA CORP.

The following articles of merger are submitted pursuant Section 607.1109 of the Florida Business Corporation Act.

FIRST: The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cellynne Holdings, LLC L12000108599	Florida	Limited Liability Company
Cellynne LLC L12000109813	Florida	Limited Liability Company
Cellynne U.S.A., LLC L12000109833	Florida	Limited Liability Company
Cellynne of Nevada, LLC L12000109815	Florida	Limited Liability Company
Stefco Industries, LLC L12000110050	Florida	Limited Liability Company

SECOND: The exact name, entity type and jurisdiction of the surviving party (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sofidel America Corp. P12000071735	Florida	Corporation

THIRD: The plan of merger attached hereto as Exhibit A (the "Plan of Merger") was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608 of Title XXXVI of the Florida Statutes.

FOURTH: The effective date of the merger shall be December 17, 2012.

FIFTH: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on December 13, 2012 and shareholder approval was not required.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

EXECUTED to be effective the 17th day of December, 2012.

SOFIDEL AMERICA CORP.

By: Angelo Della Morgia
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE HOLDINGS, LLC

By: Angelo Della Morgia
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE LLC

By: Angelo Della Morgia
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE U.S.A., LLC

By: Angelo Della Morgia
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE OF NEVADA, LLC

By: Angelo Della Morgia
Name: ANGELO DELLA MAGGIORA
Title: CEO

STEFECO INDUSTRIES, LLC

By: Angelo Della Morgia
Name: ANGELO DELLA MAGGIORA
Title: CEO

[Signature Page to the Articles of Merger]

EXHIBIT A
Plan of Merger
(See attached)

EFFECTIVE DATE
12-17-2012

PLAN OF MERGER

December 13, 2012

FILED
12 DEC 13 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, entity type and jurisdiction for each merging party (the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cellynne Holdings, LLC	Florida	Limited Liability Company
Cellynne LLC	Florida	Limited Liability Company
Cellynne U.S.A., LLC	Florida	Limited Liability Company
Cellynne of Nevada, LLC	Florida	Limited Liability Company
Stefco Industries, LLC	Florida	Limited Liability Company

SECOND: The exact name, entity type and jurisdiction of the surviving party (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sofidel America Corp.	Florida	Corporation

THIRD: The effective date of the merger shall be December 17, 2012 (the "Effective Date").

FOURTH: On the Effective Date all of the outstanding membership interests of the Merging Companies shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.

FIFTH: The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the corporation surviving the merger.

SIXTH: The bylaws of the Surviving Corporation shall be the bylaws of the corporation surviving the merger.

SEVENTH: The directors and officers of the Surviving Corporation shall be the directors and officers of the corporation surviving the merger and shall serve until successors are elected or appointed.

EIGHTH: The officers of the Surviving Corporation and the Merging Companies shall be and hereby are authorized to do all acts and things necessary to properly effect the merger.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Surviving Corporation and Merged Companies have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

SOFIDEL AMERICA CORP.

By: ANGELO DELLA MAGGIONA
Name: Angelo Della Maggiona
Title: CEO

CELLYNNE HOLDINGS, LLC

By: Angelo Della Maggiona
Name: ANGELO DELLA MAGGIONA
Title: CEO

CELLYNNE LLC

By: Angelo Della Maggiona
Name: ANGELO DELLA MAGGIONA
Title: CEO

CELLYNNE U.S.A., LLC

By: Angelo Della Maggiona
Name: ANGELO DELLA MAGGIONA
Title: CEO

CELLYNNE OF NEVADA, LLC

By: Angelo Della Maggiona
Name: ANGELO DELLA MAGGIONA
Title: CEO

STEFECO INDUSTRIES, LLC

By: Angelo Della Maggiona
Name: ANGELO DELLA MAGGIONA
Title: CEO

[Signature Page to the Plan of Merger]