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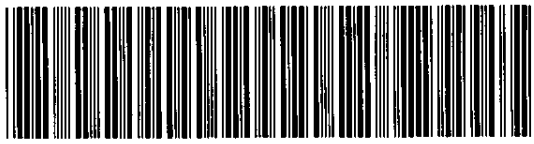
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Merger
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DUESSELDORF INVESTMENT

CORPORATION

Ohio into Florida

Signature _____

Requested by: SETH _____
Name Date Time
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Walk-In _____ Will Pick Up _____

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ARTICLES OF MERGER

OF

DUESSELDORF INVESTMENT CORPORATION
an Ohio corporation,

INTO

DUESSELDORF INVESTMENT CORPORATION.,
a Florida corporation

FILED
STATE OF FLORIDA
14 NOV 17 AM 8:18

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, DUESSELDORF INVESTMENT CORPORATION, an Ohio corporation, and DUESSELDORF INVESTMENT CORPORATION, a Florida corporation, submit the following Articles of Merger:

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of merging DUESSELDORF INVESTMENT CORPORATION, an Ohio corporation, Document No. 201014600955 (the “Disappearing Corporation”) into DUESSELDORF INVESTMENT CORPORATION, a Florida corporation, Document No. P14000063253 (the “Surviving Corporation”), is attached to these Articles as an exhibit and is hereby incorporated herein by this reference.

2. Adoption of Plan by the Surviving Corporation. The Plan of Merger was adopted by the sole director of the Surviving Corporation on November 13, 2014, and shareholder approval was not required.

3. Adoption of Plan by the Dissolving Corporation. The Plan of Merger was approved by the directors and shareholders of Disappearing Corporation on November 13, 2014, in accordance with the laws of the State of Ohio.

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

5. Foreign Law. The laws of the State of Ohio, the jurisdiction of organization of the Disappearing Corporation, permit the merger contemplated by the Plan of Merger, and the laws of the State of Ohio, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Ohio, have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of 11/13, 2014.

DUESSELDORF INVESTMENT CORPORATION
a Florida corporation

By: Friedrich Thiel
FRIEDRICH THIEL
Its: President

The "Surviving Corporation"

DUESSELDORF INVESTMENT CORPORATION
an Ohio corporation

By: Friedrich Thiel
FRIEDRICH THIEL
Its: President

The "Disappearing Corporation"

PLAN OF MERGER

This agreement is made between DUESSELDORF INVESTMENT CORPORATION, a Florida corporation, and DUESSELDORF INVESTMENT CORPORATION, an Ohio corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that DUESSELDORF INVESTMENT CORPORATION, an Ohio corporation, (the "Disappearing Corporation"), be merged into DUESSELDORF INVESTMENT CORPORATION, a Florida corporation (the "Surviving Corporation"), and desire to merge the two corporations under the laws of the State of Florida and under the laws of the State of Ohio, as applicable, in the manner provided therefore pursuant to those laws.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that the *Disappearing Corporation shall be merged into the Surviving Corporation.*

2. Name of Merged Corporation. The name of the Surviving Corporation shall be changed to "DUESSELDORF INVESTMENT CORPORATION."

3. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 1716 Starling Drive, #204, Sarasota, FL 34231.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

5. Authorized Shares of Corporations. The present number of shares which the Disappearing Corporation is authorized to issue is 100 shares of \$10.00 par voting common stock.

All 100 shares are now issued and outstanding. The present number of shares which the Surviving Corporation is authorized to issue is 7,500 shares of \$1.00 par voting common stock, of which 1 share is now issued and outstanding.

6. Director. The present director of the Surviving Corporation shall continue as such until his successors are duly elected or designated after the effective date of the merger.

7. Mode of Effecting Merger. The sole shareholder of the Surviving Corporation and the sole shareholder of the Disappearing Corporation are the same. Therefore, all outstanding shares of the Disappearing Corporation shall be cancelled as of the Effective Date defined below. In exchange, the Surviving Corporation shall issue 99 shares of Common Stock to the shareholder of the Disappearing Corporation, resulting in 100 issued and outstanding shares issued to one shareholder.

8. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interests. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation. All debts, liabilities and duties of the Disappearing Corporation shall become those of the Surviving Corporation.

9. Articles of Incorporation. The Articles of Incorporation of the DUESSELDORF INVESTMENT CORPORATION shall be the articles of the Surviving Corporation, until amended as provided by law.

11. Bylaws. The Bylaws of DUESSELDORF INVESTMENT CORPORATION, shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

12. Effective Date of Plan. This Plan of Merger shall become effective when this Plan, or other such other appropriate instrument, has been filed with the Florida Department of State in the manner provided by law (the "Effective Date").

13. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power of its discretion to abandon the merger provided for herein prior to the filing of this Plan provided such Corporation has such power under the laws applicable to it prior to the Effective Date.

14. Ohio Provisions. The following additional provisions are included for compliance with Ohio law:

- (i) The Surviving Corporation hereby consents to be sued and served with process in the State of Ohio and hereby irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding in Ohio against it to enforce any obligation of the Disappearing Corporation or the rights of a dissenting shareholder of the Disappearing Corporation.
- (ii) At any time prior to the filing of the Ohio Certificate of Merger, the parties hereto may amend this Plan as may be allowed under law.
- (iii) The Surviving Corporation does not desire to be licensed to transact business in Ohio. The affidavits, receipts, certificates or other evidence required under Section 1701.86(H) of the Ohio Revised Code are attached hereto.

The Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations, on the date indicated below.

DUESSELDORF INVESTMENT CORPORATION,
a Florida corporation

By: Friedrich Thiel
FRIEDRICH THIEL

Its: President and Secretary

Dated: 11/13, 2014

(CORPORATE SEAL)

"Surviving Corporation"

DUESSELDORF INVESTMENT CORPORATION,
an Ohio corporation

By: Friedrich Thiel
FRIEDRICH THIEL
Its: President and Secretary

Dated: 11/13, 2014

(CORPORATE SEAL)

"Disappearing Corporation"

CERTIFICATE

The undersigned, in his capacity as President and Secretary of DUESSELDORF INVESTMENT CORPORATION, a Florida corporation, does hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the sole Director of DUESSELDORF INVESTMENT CORPORATION, a Florida corporation, adopted the foregoing Plan of Merger on November 13, 2014.

2. That shareholder approval of the Plan of Merger is not required.

IN WITNESS WHEREOF, I have hereunto executed this Certificate on

11/13, 2014.

DUESSELDORF INVESTMENT CORPORATION,
a Florida corporation

By: Friedrich Thiel
FRIEDRICH THIEL,
Its: President and Secretary

(CORPORATE SEAL)