

P21000061751

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TALLAHASSEE, FL

Y. GILKEE
JAN 11 2022

R. ROSSER COLE
ATTORNEY

R. ROSSER COLE
A LAW CORPORATION
2000 HILL DRIVE
LOS ANGELES, CA 90041
TELEPHONE (818) 500-9418 FAX NUMBER (323)258-0649
E-MAIL: ROSSER@ROSSERCOLE.COM

ANN CHRISTENSEN
PARALEGAL

LIUSKA RINCON
PARALEGAL

December 17, 2021

Via FedEx Overnight

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Estart Technologies Inc.

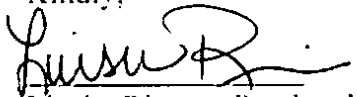
Dear Florida Secretary of State,

Enclosed please find an original and copy of the Articles of Merger and Plan of Merger for the above corporation, and a check for \$78.75 for the filing fees and certified copy.

Please file and return the filed documents in the self-addressed enclosed envelope.

If you have any questions, please do not hesitate to contact our office.

Kindly,


Liuska Rincon, Paralegal
For R. Rosser Cole, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ESTARR TECHNOLOGIES, INC.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

LIUSKA RINCON

Contact Person

R ROSSER COLE, A LAW CORPORATION

Firm/Company

2000 HILL DRIVE

Address

LOS ANGELES, CA 90041

City/State and Zip Code

PARALEGAL@ROSSERCOLE.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LIUSKA RINCON

Name of Contact Person

At (818) 500-9418

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ESTARR TECHNOLOGIES, INC.</u>	<u>FLORIDA</u>	<u>CORPORATION</u>	<u>P21000061751</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ESTARR TECHNOLOGIES</u>	<u>CALIFORNIA</u>	<u>CORPORATION</u>	<u>C2779615</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

ESTARR TECHNOLOGIES

ESTARR TECHNOLOGIES, INC.

RON EDISON

RON EDISON

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger ("Agreement") is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE 1.

RECITALS OF CONSTITUENT CORPORATIONS

Disappearing Corporation

Section 1.01. ESTARR TECHNOLOGIES, corporate ID number: C2779615, ("Disappearing Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

Survivor

Section 1.02. ESTARR TECHNOLOGIES, INC., corporate ID number: P21000061751, ("Surviving Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida.

ARTICLE 2. MERGER

Surviving Corporation

Section 2.01 Disappearing Corporation shall be merged into Surviving Corporation under the laws of the State of Florida, pursuant to the terms and conditions of this Agreement.

ARTICLE 3. EFFECTIVE DATE

Effective Date

Section 3.01 This merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida. (the "Effective Date").

ARTICLE 4. TERMS AND CONDITIONS

Negative Covenants

Section 4.01. Between the date of this Agreement and the date on which the merger shall become effective, neither constituent corporation shall not:

- (a) Declare or pay any dividends to its shareholders.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.

Further Assignments or Assurances

Section 4.02. If at any time the Surviving Corporation shall consider or be advised that any further

assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the surviving corporation the title to any property or rights of Disappearing Corporation or otherwise carry out the provisions hereof, the proper officers and directors of Disappearing Corporation as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the surviving corporation, and otherwise carry out the provisions hereof.

ARTICLE 5. CONVERSION OF SHARES

Section 5.01. (a) Surviving Corporation. The shares of Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. On the Effective Date, each one issued and outstanding common share of Disappearing Corporation shall be converted into ONE (1) common shares, without par value, of Surviving Corporation, subject to adjustment as provided in this Agreement. No fractional shares of the common stock of the surviving corporation will be issued to the holders of the common stock of the disappearing corporation, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of the surviving corporation on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the market value of the common stock of the disappearing corporation as of the effective date of the merger.

Section 5.02. Each holder of the shares of the disappearing corporation shall surrender his shares, properly endorsed, to the surviving corporation or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of the surviving corporation into which the shares of the disappearing corporation have been converted.

ARTICLE 6. DIRECTORS

Board of Survivor

Section 6.01. The Board of Directors of Surviving Corporation shall be Ron Edison and Andromeda Edison who shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as his successor has been elected and qualified.

ARTICLE 7. ARTICLES OF INCORPORATION

Section 7.01. The articles of Surviving Corporation as existing on the effective date of the merger, shall continue in full force as the articles of the surviving corporation until altered, amended as provided therein, or as provided by law.

ARTICLE 8. BYLAWS

Section 8.01. The bylaws of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

ARTICLE 9. INTERPRETATION AND ENFORCEMENT

Notices

Section 9.01. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage

prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

(a) In the case of Disappearing Corporation to: ESTARR TECHNOLOGIES, located at 1664 Fruitwood Drive, Clearwater, FL 33756, or to such other person or address as Disappearing Corporation may from time to time furnish to Surviving Corporation;

(b) In the case of Surviving Corporation to: ESTARR TECHNOLOGIES, INC., located at 1664 Fruitwood Drive, Clearwater, FL 33756, or to such other person or address as Surviving Corporation may from time to time furnish to Disappearing Corporation.

Counterpart Executions

Section 9.02. This Agreement may be executed in two or more counterparts, by facsimile transmission or by delivery of a scanned counterpart in portable document format (PDF) by e-mail, in either case with delivery confirmed, and each of which shall be considered an original, but all of which together shall constitute the same instrument. On such confirmed delivery, the signatures in the facsimile or PDF data file shall be deemed to have the same force and effect as if the manually signed counterpart had been delivered to the other party in person.

Controlling Law

Section 9.03. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of Florida, the state in which this Agreement is being executed.

Executed on December 1, 2021, at Clearwater, Florida.

SURVIVING CORPORATION

ESTARR TECHNOLOGIES, INC.

by 

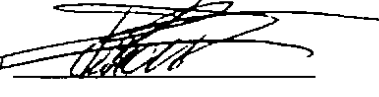
Ron Edison, President

by 

Andromeda Edison, Secretary

DISAPPEARING CORPORATION

ESTAR TECHNOLOGIES

by 

Ron Edison, President

by 

Andromeda Edison, Secretary