

5/3/2021

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MERGER OR SHARE EXCHANGE

Callope Holdings, LLC

Certificate of Status	0
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**ARTICLES OF MERGER
OF
ERATO HOLDING CORPORATION
INTO
CALIOPE HOLDINGS, LLC**

The following Articles of Merger are submitted to merge Erato Holding Corporation, a Florida corporation with and into Caliope Holdings, LLC, a Florida limited liability, in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Caliope Holdings, LLC	Florida	Limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Erato Holding Corporation	Florida	Corporation (P15000056378)

THIRD: The merger was approved by each domestic merging entity in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: The merger shall be effective May 3, 2021.



FIFTH: The merger was approved by the sole Member and the Managers of the surviving party on May 3, 2021.

SIXTH: The merger was approved by the sole Shareholder and the Directors of the merging party on May 3, 2021.

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SEVENTH: Signature(s) of Each Party:

Name	Signature(s)	Type or Printed Name of Individual
Callope Holdings, LLC		Lorenzo R. Acierno, Manager
Brato Holding Corporation		Lorenzo R. Acierno, President

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Exhibit A

Plan of Merger

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AGREEMENT AND PLAN OF MERGER

BETWEEN

ERATO HOLDING CORPORATION, a Florida corporation

AND

**CALIOPE HOLDINGS, LLC, a Florida limited liability company that has
elected to be classified as an association taxable as a corporation**

A. ENTITIES PARTICIPATING IN MERGER

ERATO HOLDING CORPORATION, a Florida corporation (the "Disappearing Entity", "Erato") shall merge with and into CALIOPE HOLDINGS, LLC, a Florida limited liability company that has elected to be classified as an association taxable as a corporation (the "Surviving Entity", or "Caliope").

B. NAME OF SURVIVING ENTITY

After the Merger, the Surviving Entity shall continue to have the name "CALIOPE HOLDINGS, LLC."

The Surviving Entity shall continue to be formed under and governed by the laws of the State of Florida.

The principal business office of the Surviving Entity shall continue to be:

201 S. Biscayne Blvd.
Suite 800 Miami, Florida
33131

C. MERGER

Pursuant to the terms and conditions of this Agreement and Plan of Merger ("Agreement"), the Disappearing Entity will merge into the Surviving Entity ("Merger"). Upon the Merger becoming effective, the legal existence of the Surviving Entity will continue, the Surviving Entity shall succeed to all rights, assets, liabilities and obligations of the Disappearing Entity, and the separate legal existence of the Disappearing Entity shall cease. The time when the Merger becomes effective is hereinafter referred to as the "Effective Date."

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D. CONVERSION OF OWNERSHIP INTERESTS

The manner and basis of converting the shares of the Disappearing Entity into membership interests of the Surviving Entity or, in whole or in part, into cash or other property, are as follows:

On the Effective Date, by virtue of the Merger, no Membership Interests of the Surviving Entity shall be issued to the Shareholder(s) of the Disappearing Entity as the ownership of the Disappearing Entity and the Surviving Entity prior to the Merger are identical.

E. ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Organization and the Operating Agreement of the Surviving Entity following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Organization and Operating Agreement shall constitute the Articles of Organization and Operating Agreement of the Surviving Entity separate and apart from this Agreement and Plan of Merger and may be separately certified as the Articles of Organization and Operating Agreement of the Surviving Entity.

F. TAX FREE REORGANIZATION

For Federal income tax purposes, it is intended by the Disappearing Entity and the Surviving Entity that the Merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that this Agreement constitute a plan of reorganization.

G. GOVERNING LAW

This Agreement and Plan of Merger shall be governed by the laws of the State of Florida.

H. FURTHER DOCUMENTATION

The Disappearing Entity and the Surviving Entity agree to execute any and all additional documentation necessary and/or appropriate to effectuate the Merger.

I. COUNTERPARTS

This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

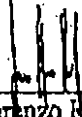
(SIGNATURE PAGE FOLLOWS)

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties by their duly authorized officers effective as of the 3rd day of May, 2021.

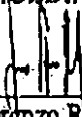
Surviving Entity:

CALIOPE HOLDINGS, LLC

By: 
Name: Lorenzo R. Acierno
Title: Manager

Disappearing Entity:

ERATO HOLDING CORPORATION

By: 
Name: Lorenzo R. Acierno
Title: President & Director

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