

678763

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

K.V. Mark Corp.

| | |
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June 8, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

K. V. MARK CORP.
5220 N.W. 72ND AVE.
UNIT 25
MIAMI, FL 33166

SUBJECT: K. V. MARK CORP.
REF: 678763

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must fill out the rest of the articles of merger. Please fill out fifth and sixth for date the merger was adopted.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

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DIVISION OF CORPORATION

ARTICLES OF MERGER (Profit Corporations)

2016 JUN -8 AM 9:54

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 corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------|---------------------|--------------------------------------------------|
| K.V. Mark Corp. | Florida | 678763 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) | <u>EFFECTIVE DATE</u> |
|-------------------------|---------------------|--------------------------------------------------|-----------------------|
| K.V. Mark Imports, Inc. | Florida | P93000070470 | 7-1-16 |
| | | | |
| | | | |
| | | | |
| | | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 07 / 01 / 2016 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 30, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 30, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

2016 JUN -8 AM 9:54

BETWEEN

K.V. MARK IMPORTS, INC., a Florida corporation

AND

K.V. MARK CORP., a Florida corporation

A. CORPORATIONS PARTICIPATING IN MERGER.

K.V. MARK IMPORTS, INC., a Florida corporation (the "Disappearing Corporation") shall merge with and into K.V. MARK CORP., a Florida corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the Merger, the Surviving Corporation shall continue to have the name "K.V. MARK CORP."

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

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

5220 N.W. 72nd Avenue, Unit 25
Miami, Florida 33166

C. MERGER

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

D. CONVERSION OF OUTSTANDING STOCK.

The manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation are as follows:

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i) On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, no share of capital stock of the Disappearing Corporation and no share of capital stock of the Surviving Corporation shall be issued since the shareholder of the Disappearing Corporation and the shareholder of the Surviving Corporation are identical.

ii) On the Effective Date, by virtue of the Merger, all of the estate, property, assets, securities, obligations, liabilities, rights, privileges, powers and franchises of the Disappearing Corporation shall be vested in and held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Disappearing Corporation.

E. ARTICLES OF INCORPORATION AND BYLAWS.

The Certificate of Incorporation and the Bylaws of the Surviving Corporation 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 Certificate and/or Articles of Incorporation and Bylaws shall constitute the Certificate and/or Articles of Incorporation and Bylaws of the Surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Certificate and/or Articles of Incorporation and Bylaws of the Surviving Corporation.

F. TAX FREE REORGANIZATION

For Federal income tax purposes it is intended by the Disappearing Corporation and the Surviving Corporation 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. 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 to follow)

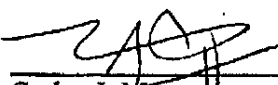
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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties by their duly authorized officers and shall be effective as of the 1st day of July, 2016.

Surviving Corporation:

K.V. MARK CORP.




Carlos J. Mayo
Director/President

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DIVISION OF CORPORATE
2016 JUN -8 AM 9:54

Disappearing Corporation:

K.V. MARK IMPORTS, INC.



Carlos J. Mayo
Director/President

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