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(City/State/Zip/Phone #)

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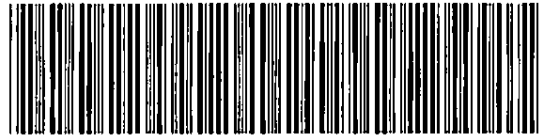
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 JUN -7 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials

JUN 08 2018
I ALBRITTON

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 6/7/2018

Acc#120160000072



11:41

Name:	TAMCO Expansion, Inc. merging into TAMCO Holding Group, Inc.
Document #:	
Order #:	11005240 (Line 16)

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Ref# _____

Amount: \$ 78.75

Thank you!

**ARTICLES OF MERGER OF
TAMCO EXPANSION, INC.
WITH AND INTO
TAMCO HOLDING GROUP, INC.**

FILED
2018 JUN -7 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1109, Florida Statutes:

FIRST: The name, principal office address, jurisdiction and entity type for the Merging Corporation (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TAMCO Expansion, Inc. 19501 Biscayne Blvd., Suite 400 Aventura, FL 33180	Florida	Corporation

Florida Document No.: P07000123179

SECOND: The name, principal office address, jurisdiction and entity type of the Surviving Corporation (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TAMCO Holding Group, Inc. 19950 West Country Club Drive 10 th Floor Aventura, FL 33180	Delaware	Corporation

Florida Document No.: F09000004639

THIRD: The Plan and Agreement of Merger attached hereto as Exhibit A was adopted by the shareholders and board of directors of the Merging Corporation on June 7, 2018, in accordance with § 607.1105, Florida Statutes;

FOURTH: The Plan and Agreement of Merger attached hereto as Exhibit A was adopted by the shareholders and board of directors of the Surviving Corporation on June 7, 2018, in accordance with the Delaware General Corporation Law.

FIFTH: The merger shall become effective under the governing laws of the Surviving Corporation as of 11:41 am on June 7, 2018.

SIXTH: The Surviving Corporation hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation that is a party to the merger.

These Articles of Merger were executed in accordance with the laws of the State of Florida and the laws of the State of Delaware this 7th day of June, 2018.

MERGING CORPORATION:

TAMCO Expansion, Inc.,
a Florida corporation

By: _____
Name: Jacquelyn Soffer
Its: Vice President

SURVIVING CORPORATION:

TAMCO Holding Group, Inc.
a Delaware corporation

By: _____
Name: Jacquelyn Soffer
Its: Vice President

[Signature Page to Articles of Merger]

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is executed to be effective as of the 7th day of June, 2018, by and between **TAMCO HOLDING GROUP, INC.**, a Delaware corporation (the "Surviving Corporation") and **TAMCO EXPANSION, INC.**, a Florida corporation (the "Merging Corporation").

WITNESSETH:

WHEREAS, the Surviving Corporation was incorporated in the State of Delaware on November 17, 2009, and is subject to the Delaware General Corporation Law, Title 8, Chapter 1 (the "Delaware Act");

WHEREAS, the Merging Corporation was incorporated in the State of Florida on November 13, 2007, and is subject to the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Florida Act");

WHEREAS, the Merging Corporation and the Surviving Corporation deem it advisable and in their respective best interests that the Merging Corporation be merged with and into the Surviving Corporation (the "Merger").

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Agreement, the terms and conditions hereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

ARTICLE I PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between the Merging Corporation and the Surviving Corporation is adopted pursuant to the provisions of Section 607.1109 of the Florida Act and Section 252 of the Delaware Act, as follows:

(a) The Merging Corporation shall be merged with and into the Surviving Corporation, to exist and be governed by the laws of the State of Delaware.

(b) As of the Effective Time (as defined below) of the Merger, the separate existence of the Merging Corporation shall cease and all the property, real, personal and mixed, of the Merging Corporation, and all debts due on whatever account to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporation.

1.02 Effective Time. The effective time and date of the Merger referenced in this Agreement shall be the effective time and date as set forth in Articles of Merger to be filed of record with the Secretary of State of the State of Florida and the Certificate of Merger to be filed of record with the Secretary of State of the State of Delaware (the "Effective Time").

1.03 Name of Surviving Corporation. At the Effective Time of the Merger and pursuant to this Agreement, the corporate name of the Surviving Corporation shall be TAMCO Holding Group, Inc.

1.04 Continuation of Business. From and after the Effective Time, the business of the Merging Corporation shall be conducted by the Surviving Corporation.

1.05 Principal Office. The principal office of the Surviving Corporation from and after the Effective Time shall be 19950 West Country Club Drive, 10th Floor, Aventura, FL 33180, until otherwise determined by the board of directors of the Surviving Corporation.

1.06 Taking of Necessary Action. Prior to the Effective Time, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and the State of Delaware and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, each of the directors and officers of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

ARTICLE II DIRECTORS AND OFFICERS

2.01 Directors and Officers of the Surviving Corporation; Authorization.

(a) The existing directors (the "Directors") of the Surviving Corporation shall continue to serve as the Directors of the Surviving Corporation until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

(b) All persons who, as of the Effective Time, are officers of the Surviving Corporation, shall remain as officers of the Surviving Corporation until their successors have been duly appointed and qualified in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

(c) Each of the directors and officers of the Merging Corporation and each of the directors and officers of the Surviving Corporation, respectively, and such other officers or agents as they shall designate (collectively the "Authorized Agents") are duly authorized to execute this Agreement and the Articles of Merger on behalf of the Merging Corporation and the Surviving Corporation, respectively, and such Authorized

Agents are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or effectuate any of the provisions of this Agreement or the Merger as provided herein.

ARTICLE III CERTIFICATE OF INCORPORATION AND BYLAWS

3.01 Certificate of Incorporation and Bylaws of the Surviving Corporation. The Certificate of Incorporation and Bylaws of the Surviving Corporation, as existing on the effective date of this Agreement, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended or repealed, as provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.

ARTICLE IV CONVERSION OF INTERESTS

4.01 Shares of Common Stock in Surviving Corporation. Upon the Effective Time, all shares of the capital stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall, by virtue of the merger and without further action on the part of the holders thereof, remain outstanding and unchanged.

4.02 Shares of Common Stock in Merging Corporation. Any and all shares of the capital stock of the Merging Corporation, by virtue of the merger and without further action on the part of the holders thereof, shall, upon the Effective Time, be cancelled and extinguished and shall cease to exist, and shall not be converted into the capital stock of the Surviving Corporation.

4.03 There are no rights to acquire shares of the capital stock of the Merging Corporation or shares of the capital stock of the Surviving Corporation.

ARTICLE V APPROVAL OF MERGER

The parties do hereby acknowledge and confirm as follows:

5.01 This Plan has been duly adopted and approved by the shareholders and directors of the Merging Corporation, and the Authorized Agents of the Merging Corporation have been authorized and directed to execute and submit the same, in accordance with Section 607.1103 of the Florida Act.

5.02 This Plan has been duly adopted and approved by the stockholders and directors of the Surviving Corporation, and the Authorized Agents of the Surviving Corporation have been authorized and directed to execute and submit the same, in accordance with Section 252 of the Delaware Act.

ARTICLE VI
INTERPRETATION AND ENFORCEMENT

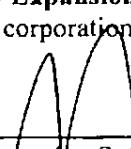
6.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

[SIGNATURES NEXT PAGE]

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date first referenced above.

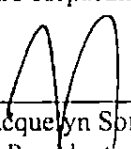
MERGING CORPORATION:

TAMCO Expansion, Inc.,
a Florida corporation

By: 
Name: Jacquelyn Soffer
Its: Vice President

SURVIVING CORPORATION:

TAMCO Holding Group, Inc.,
a Delaware corporation

By: 
Name: Jacquelyn Soffer
Its: Vice President

[Signature Page to Plan and Agreement of Merger]