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2018 MAY -1 PM 3:32  
TALLAHASSEE, FLORIDA

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2018 MAY -1 PM 2:04  
TALLAHASSEE, FLORIDA

*Mrger*

MAY 02 2018  
I ALBRITTON

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 189557 7804579

AUTHORIZATION :

COST LIMIT : \$ 60.00

ORDER DATE : May 1, 2018

ORDER TIME : 1:38 PM

ORDER NO. : 189557-010

CUSTOMER NO: 7804579

ARTICLES OF MERGER

UNITTRANSFER FLORIDA, LLC

INTO

UNITTRANSFER U.S.A., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS:

1a

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** UNITRANSFER U.S.A., INC.

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

CATHERYNE MORA

\_\_\_\_\_  
Contact Person

PERLMAN, BAJANDAS, YEVOLI, & ALBRIGHT P.L.

\_\_\_\_\_  
Firm/Company

283 CATALONIA AVE., SUITE 200

\_\_\_\_\_  
Address

CORAL GABLES, FL 33134

\_\_\_\_\_  
City, State and Zip Code

CMORA@PBYALAW.COM

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

For further information concerning this matter, please call:

CATHERYNE MORA

at ( 305 ) 377-0086

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

CR2E080 (2/14)

**Articles of Merger  
For  
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNITRANSFER U.S.A., INC.	DELAWARE	PROFIT CORPORATION
UNITRANSFER FLORIDA, LLC	FLORIDA	LLC
_____	_____	_____
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNITRANSFER U.S.A., INC.	DELAWARE	PROFIT CORPORATION
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED  
2019 MAY -1 AM 9:02  
CLERK OF CIRCUIT COURT  
DADE COUNTY, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger ~~and is~~ a domestic filing entity, the public organic record 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.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** 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.

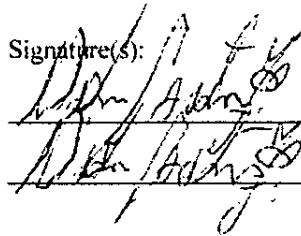
**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

UNITRANSFER, U.S.A., INC.

UNITRANSFER FLORIDA, LLC

Signature(s):



Typed or Printed  
Name of Individual:

ADRIEN CASTERA, P

ADRIEN CASTERA, MGR

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

<b>Fees:</b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b>Certified Copy (optional):</b>	\$30.00

**PLAN OF MERGER  
OF  
UNITRANSFER FLORIDA, LLC  
(a Florida Limited Liability Company)  
WITH AND INTO  
UNITRANSFER U.S.A., INC.  
(a Delaware Corporation)**

**WHEREAS**, UNITRANSFER U.S.A., INC. (a Delaware corporation), the surviving corporation, owns 100 percent of the issued and outstanding membership interests of UNITRANSFER FLORIDA, LLC (a Florida Limited Liability Company); and

**WHEREAS**, the Board of Directors and sole shareholder of UNITRANSFER U.S.A., INC. and the Board of Managers and sole member of UNITRANSFER FLORIDA, LLC have each adopted the following plan of merger.

**ARTICLE I  
Names of Merging Entities**

- A. The names of the merging entities are UNITRANSFER FLORIDA, LLC (a Florida Limited Liability Company) (hereinafter "Subsidiary") and UNITRANSFER U.S.A., INC. (a Delaware corporation) (hereinafter "UT-USA").
- B. The name of the surviving entity is UNITRANSFER U.S.A., INC.

**ARTICLE II  
Terms and Conditions of the Merger**

- A. Effective Time. The merger shall be effective at the time and on the date that the Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State (the "Effective Time").
- B. Conversion. Upon the Effective Time, by virtue of the merger and without any action on the part of either party:
  - (i) All outstanding equity interests of Subsidiary shall automatically be cancelled and the then outstanding shares of capital stock of UT-USA shall thereupon constitute the sole outstanding capital stock of the surviving corporation and shall thereupon represent the combined capital theretofore pertaining to both of the merging companies; and
  - (ii) The issued and outstanding capital stock of UT-USA immediately prior to the Effective Time shall remain unchanged following the merger and shall continue to be represented by the same stock certificates theretofore representing the same; and

- (iii) Any membership interest of Subsidiary held in its treasury as of the Effective Time shall not be deemed outstanding and shall be cancelled.

C. Effect. Upon the Effective Time, (a) UT-USA, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of Subsidiary; (b) all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to Subsidiary on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in UT-USA without further act or deed; (c) title to any real estate, or any interest therein vested in Subsidiary, shall not revert or in any way be impaired by reason of this merger; and (d) all of the rights of creditors of Subsidiary shall be preserved unimpaired, and all liens upon the property of Subsidiary shall be preserved unimpaired, and all debts, liabilities, obligations and duties of Subsidiary shall thenceforth remain with or be attached to, as the case may be, UT-USA and may be enforced against it to the same extent as if it had incurred or contracted all such debts, liabilities, obligations and duties.

D. The Surviving Entity.

- (i) The Certificate of Incorporation and By-Laws of the surviving entity, UT-USA, as in full force and effect immediately prior to the Effective Time, shall be and remain the Certificate of Incorporation and By-Laws of the surviving entity until the same shall be altered, amended or repealed as provided therein.
- (ii) The first annual meeting of the shareholders of the surviving entity held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of UT-USA.
- (iii) The first regular meeting of the Board of Directors of the surviving entity shall be held after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of UT-USA for the purpose of calling a special meeting of the Board of Directors of the surviving entity and may be held at the time and place specified in the notice of the meeting.
- (iv) All persons who are officers of UT-USA on the effective date of the merger shall be and remain in the same respective offices of the surviving entity until the Board of Directors of the surviving entity shall elect or appoint their successors.

**ARTICLE V**  
**Miscellaneous Provisions**

- A. This Plan has been approved by the Board of Managers and the sole Member of Subsidiary in accordance with the Florida Revised Limited Liability Company Act and by the Board of Directors and the sole shareholder of UT-USA in accordance with the Delaware General

Corporation Law. Appraisal rights do not arise with respect to this merger because it was unanimously approved.

- B. This Plan may be terminated by either party prior to the Effective Time with written notice to the other party. The filing of the Articles of Merger with the Florida Secretary of State shall conclusively establish that no action to terminate this Plan was taken.
- C. For convenience of the parties and to facilitate the approval of this Plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument. This Plan may also be electronically or by exchange of PDF copies of signature pages.

[Remainder of Page Intentionally Blank]



IN WITNESS WHEREOF, we hereby adopt this Plan of Merger on this 1<sup>st</sup> day of May, 2018, to be effective as of the date set forth herein.

UNITRANSFER U.S.A., INC., a Delaware Corporation

By: 

Adrien Jean-Marie Castera, President

UNITRANSFER FLORIDA, LLC, a Florida Limited Liability Company

By: 

Adrien Jean-Marie Castera, Manager