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Division of Corporations

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE ANASTASIA CONFECTIONS, INC.

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Merger

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November 28, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ANASTASIA CONFECTIONS, INC.
1815 CYPRESS LAKE DRIVE
ORLANDO, FL 32837US

SUBJECT: ANASTASIA CONFECTIONS, INC.
REF: H09941

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.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H18000336707
Letter Number: 518A00024227

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SECRETARY OF STATE
TALLAHASSEE, FL

EFFECTIVE DATE
DEC 31, 2018

ARTICLES OF MERGER
(Profit Corporations)

OF

ANASTASIA CONFECTIONS, INC.,
a Florida corporation

AND

FANTASY CHOCOLATES, INC.,
a Florida corporation

FILED
2018 NOV 28 AM 9:50
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, Florida Statutes.

FIRST:

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Anastasia Confections, Inc.	Florida	H09941

SECOND:

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fantasy Chocolates, Inc.	Florida	P94000055641

THIRD:

The Plan of Merger is attached.

FOURTH:

The merger shall become effective on December 31, 2018.

FIFTH:



The Plan of Merger was adopted by the shareholders of the surviving corporation on November 16, 2018.

SIXTH:

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 16, 2018.

SEVENTH:

Signature(s) for Each Party:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Fantasy Chocolates, Inc.	 _____ Authorized Person	Jarett S. Levan, President
Anastasia Confections, Inc.	 _____ Authorized Person	Jarett S. Levan, President

PLAN OF MERGER

THIS PLAN OF MERGER ("*Plan of Merger*"), dated November 16, 2018, is made by and between Fantasy Chocolates, Inc. ("*Merging Corporation*"), a Florida corporation, and, Anastasia Confections, Inc. ("*Surviving Corporation*"), a Florida corporation, and is submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, Florida Statutes.

FIRST:

The name and jurisdiction of the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Anastasia Confections, Inc.	Florida	H09941

SECOND:

The name and jurisdiction of each Merging Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fantasy Chocolates, Inc.	Florida	P94000055641

THIRD:

In accordance with the provisions of this Plan of Merger and Florida Statutes §607.1101, on the Effective Date (as set forth in the Articles of Merger), Merging Corporation shall simultaneously be merged with and into Surviving Corporation (the "*Merger*"), the separate existence of Merging Corporation shall cease, and Surviving Corporation shall continue its existence under the laws of Florida under its present name. Merging Corporation and Surviving Corporation are collectively referred to herein as the "*Constituent Entities*."

The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the

surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Both the Surviving Corporation and the Merging in Entity are owned 100% by the same parent entity ("*Parent Entity*"). On the Effective Date, all the issued and outstanding stock of the Merging Corporation will be surrendered and cancelled without consideration. Since the Parent Entity is already the sole shareholder of the Surviving Corporation, no new shares of stock in Surviving Corporation will be issued to the Parent Entity in exchange for cancellation of the Merging Corporation's issued and outstanding shares of stock, since it would be meaningless to do so.

FIFTH:

There are no amendments to the Surviving Corporation's Articles of Incorporation.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

FANTASY CHOCOLATES, INC.,
a Florida corporation

By: _____
Jarett S. Levan, President

ANASTASIA CONFECTIONS, INC.,
a Florida corporation

By: _____
Jarett S. Levan, President