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Division of Corporations

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MERGER OR SHARE EXCHANGE
Montebianco USA, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
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Please note delayed effective date is December 31, 2021.

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Articles of Merger
For
Florida Limited Liability Company

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

FIRST: The exact name, form/entity type, and jurisdiction for the merging party is as follows:

| Name | Jurisdiction | Form/Entity Type |
|-------------------------|--------------|---------------------------|
| Prodotti Stella USA LLC | Florida | Limited Liability Company |

107-42165

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

| Name | Jurisdiction | Form/Entity Type |
|----------------------|--------------|---------------------------|
| Montebianco USA, LLC | Florida | Limited Liability Company |

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; 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).

FOURTH: The surviving entity is amending its Articles of Organization to change its name and update its Managers pursuant to the Articles of Amendment to Articles of Organization attached hereto as Exhibit A.

FIFTH: This surviving 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, Florida Statutes.

SIXTH: The delayed effective date of the merger is December 31, 2021.

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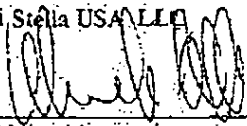
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SEVENTH: Signature(s) for each party: <

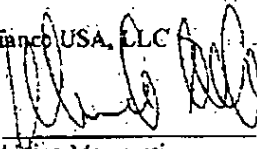
Prodotti Stella USA, LLC

By:


Aldino Marzorati,
Manager and President

Montebianco USA, LLC

By:


Aldino Marzorati,
Manager and President

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EXHIBIT A
ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Montebianco USA, LLC

The Articles of Organization for this Limited Liability Company were filed on December 21, 2001 and assigned Florida document number L01000022403.

These Articles of Amendment are submitted to amend the following:

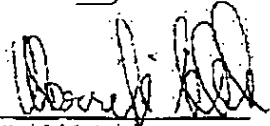
- A. The new name of the Limited Liability Company is: Disaronno Ingredients, LLC
- B. Michele Tremolini is removed as Manager of the Limited Liability Company.
- C. Aidino Marzorati, Leonardo Mazzero and Errico Sivieri, each with a mailing address of 3880 W104th Street, Ste. 5, Hialeah, FL 33018, are appointed as the current Managers of the Limited Liability Company.
- D. The effective date of these Articles of Amendment to Articles of Organization is December 31, 2021.

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Dated: December 22, 2021.

By:



Aldino Marzorati,
Manager and President