

Division of Corporations

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**MERGER OR SHARE EXCHANGE
PIENZA LLC**

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ARTICLES OF MERGER
of
VOLGA GLOBAL S.A.
a Panama corporation
and
PIENZA LLC
a Florida limited liability company organized under Chapter 608, Fla. Stat.

The undersigned, pursuant to Chapter 608, Fla. Stat., and the filing requirements of Chapter 605, Fla. Stat., hereby make, acknowledge and file the following Articles of Merger of Volga Global S.A. and Pienza LLC for the purpose of merging the companies as hereinafter set forth.

ARTICLE I - PARTIES

VOLGA GLOBAL S.A., a corporation organized under the laws of the Republic of Panama ("Volga"), and Pienza LLC, a limited liability company organized under the laws of the State of Florida ("Pienza"), are the parties to this merger.

The surviving company shall be Pienza LLC, a limited liability company organized under the laws of the State of Florida (the "Surviving Entity").

ARTICLE II - APPROVAL OF MERGER

As to Volga, the merger was approved, by the requisite votes of the shareholders at a meeting held on November 25, 2013, in accordance with the applicable laws of the Republic of Panama and the governing documents of Volga, and the merger is authorized by the laws of the Republic of Panama.

As to Pienza, the merger was approved, by the unanimous written consent of the members and the managers of even date herewith, as required by Chapter 605, Fla.Stat. and/or Chapter 608, Fla.Stat., as applicable, and the governing documents of Pienza, and the merger is authorized by the laws of the State of Florida.

Volga and Pienza have duly adopted a Plan of Merger.

ARTICLE III - AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The Surviving Entity is an existing Florida limited liability company. Its Articles of Organization were filed with the Florida Secretary of State on May 18, 2007 under Document No. L07000053180. The Articles of Organization of Pienza, as amended and restated by the Amended and Restated Articles of Organization attached hereto as Exhibit A, shall be the Articles of Organization of the Surviving Entity.

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ARTICLE IV - NO APPRAISAL RIGHTS

Volga, the merging entity, is not a limited liability company organized under the laws of the State of Florida and its shareholder(s) have no appraisal rights under Chapter 605, Fla.Stat. and/or Chapter 608, Fla. Stat.

Volga Global S.A. and Pienza LLC have caused these Articles of Merger to be duly executed as of this 2nd day of April, 2014.

Volga Global S.A.

By: Christine Demombynes
Authorized Agent and Attorney-In-Fact

Pienza LLC

By: Christine Demombynes
Sole Manager

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EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF PIENZA LLC**

**Effective as to Pienza LLC, the Surviving Entity, as of the date of filing
with the Florida Secretary of State
of the Articles of Merger of Volga Global S.A. and Pienza LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PIENZA LLC**

A Florida Limited Liability Company organized under Chapter 608, Fla.Stat.

The undersigned, pursuant to Chapter 608, Fla. Stat., and the filing requirements of Chapter 605, Fla. Stat., hereby make, acknowledge and file the following Amended and Restated Articles of Organization for PIENZA LLC, a limited liability company organized and existing under the laws of the State of Florida, for the purpose of amending and restating the Articles of Organization of the company filed with the Florida Secretary of State on May 18, 2007 under Document No. L07000053180.

ARTICLE I

The name of the Limited Liability Company (the "Company") shall be:

PIENZA LLC

ARTICLE II

The mailing and street address of the Company is:

1925 Brickell Avenue, Unit 1106
Miami FL 33129

ARTICLE III

The name and Florida address of the Company's Registered Agent is:

Esteban Tome
1925 Brickell Avenue, Unit 1106
Miami FL 33129

ARTICLE IV

The Company shall be manager-managed and shall be managed by the following manager, who shall serve until his earlier resignation or removal:

Ghislaine Demombynes
1925 Brickell Avenue, Unit 1106
Miami FL 33129

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ARTICLE V

The Company's existence shall be perpetual.

ARTICLE VI

The manager(s) and the member(s) shall not be personally liable for the debts, obligations, or liabilities of the Company.

ARTICLE VII

The power to amend, alter or repeal these Articles of Organization shall as set forth in the Operating Agreement of the Company.

ARTICLE VIII

The Company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the Company.


ARTICLE IX

These Amended and Restated Articles of Organization shall be effective as of the filing of the Articles of Merger of Volga Global, S.A. and Pienza LLC with the Florida Secretary of State.

WHEREFORE these Amended and Restated Articles of Organization have been duly authorized by the unanimous written consent of the members and the manager(s) and have been duly executed by its duly authorized manager.

Dated: April 8, 2014

By: _____


Gislaine Demombynes
Sole Manager

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