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DATE: 4/29/15

NAME: LAURUS INTERNAIONAL ENTERPRISES LLC

TYPE OF FILING: MERGER

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AUTHORIZATION: ABBIE/PAUL HODGE



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CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

APRIL 29, 2015

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15 APR 29 PM 7:36
TALLAHASSEE
FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 605.1025, Florida Statutes:

- First: The names of the entities that are parties to the merger are Laurus International Enterprises LLC, a Florida limited liability company ("Laurus FL") and Laurus International Enterprises, LLC, a Delaware Limited Liability Company ("Laurus DE").
- Second: Laurus International Enterprises, LLC, a Delaware limited liability company, shall be the surviving entity.
- Third: The Plan of Merger was approved by the Manager of Laurus FL in accordance with §§605.1021-605.1026, Florida Statutes, and by each member of Laurus FL who, as a result of the merger, will have interest holder liability under §605.1023(1)(b).
- Fourth: The Plan of Merger was approved by the Manager of Laurus DE in accordance with the applicable laws of the state of Delaware.
- Fifth: Laurus DE 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 §605.0117 and Chapter 48, Florida Statutes, is c/o Paracorp Incorporated, 2140 S. Dupont Highway, Camden, Delaware 19934.
- Sixth: Laurus DE agrees to pay to any members with appraisal rights the amount to which such members are entitled under §§605.1006 and 605.1061-605.1072, Florida Statutes.

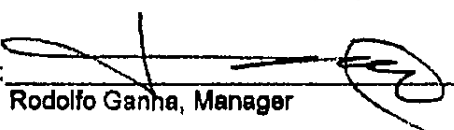
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has set his hand, as of the date first written above.

LAURUS INTERNATIONAL ENTERPRISES LLC,
a Florida limited liability company

By: 
Rodolfo Ganna, Manager

LAURUS INTERNATIONAL ENTERPRISES, LLC,
a Delaware limited liability company

By: 
Rodolfo Ganna, Manager

PLAN OF MERGER
OF
LAURUS INTERNATIONAL ENTERPRISES LLC
(a Florida limited liability company)
INTO
LAURUS INTERNATIONAL ENTERPRISES, LLC
(a Delaware limited liability company)

FILED
15 APR 29 AM 7:37
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STATE
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OFFICE

This PLAN OF MERGER, dated effective as of the 29TH day of APRIL, 2015, is made by and between Laurus International Enterprises LLC, a Florida limited liability company ("Laurus FL"), and Laurus International Enterprises, LLC, a Delaware limited liability company ("Laurus DE").

WHEREAS, the sole manager and all of the members of Laurus FL and the sole manager and all of the members of Laurus DE deem it advisable and in the best interest of the members of Laurus FL and Laurus DE for Laurus FL to merge with and into Laurus DE, with Laurus DE designated as the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Laurus FL and Laurus DE shall be merged with and into a single entity, with Laurus DE being the surviving entity from and after the effective time of the merger, and thereupon the separate existence of Laurus FL shall cease.
2. The Certificate of Formation of Laurus DE shall continue to be the Certificate of Formation of the surviving entity until amended as therein provided.
3. The Operating Agreement of Laurus DE shall continue to be the Operating Agreement of the surviving entity until changed, altered or amended as therein provided.
4. The sole manager of Laurus DE shall continue as the manager of the surviving entity from and after the effective time of the merger until his respective successors are elected and qualified or his earlier resignation or removal.
5. From and after the effective time of the merger, each issued and outstanding Unit of Laurus DE immediately prior to the merger shall remain outstanding and constitute Units of the surviving entity.
6. From and after the effective time of the merger, each issued and outstanding Unit of Laurus FL immediately prior to the effective time of the merger shall be cancelled.
7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware upon a majority vote of the sole manager of Laurus FL, or the sole manager of Laurus DE.

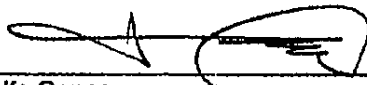
8. Pursuant to the Delaware Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the sole manager and members of Laurus DE.

9. Pursuant to the Florida Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the sole manager and members of Laurus FL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has set his hand, as of the date first written above.

LAURUS INTERNATIONAL ENTERPRISES LLC,
a Florida limited liability company

By: 
Rodolfo Ganna
Manager

LAURUS INTERNATIONAL ENTERPRISES, LLC,
a Delaware limited liability company

By: 
Rodolfo Ganna
Manager