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J. LEMIEUX

*Merley*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 936214 4816304

AUTHORIZATION :

COST LIMIT : \$ 60.00

ORDER DATE : December 20, 2013

ORDER TIME : 3:21 PM

ORDER NO. : 936214-020

CUSTOMER NO: 4816304

ARTICLES OF MERGER

HEALTHY OFFERS SYSTEMS LLC

INTO

NIWALI USA CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER**  
**MERGING**  
**HEALTHY OFFERS SYSTEMS LLC**  
**WITH AND INTO**  
**NIWALI USA CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 DEC 20 PM 11:47

Pursuant to Section 608.4382 of the Florida Statutes, the undersigned entities executed the following Certificate of Merger:

**FIRST:** The name, entity type, and jurisdiction of the merging company is: Healthy Offers Systems LLC, a Florida limited liability company (the "Merging Company").

**SECOND:** The name, entity type, and jurisdiction of the surviving corporation is: Niwali USA Corporation, a Delaware corporation (the "Surviving Corporation").

**THIRD:** The Plan of Merger attached hereto as Exhibit A was approved by the Merging Company in accordance with Section 608.4381 of the Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the Surviving Corporation in accordance with the applicable laws of the State of Delaware, the jurisdiction in which the Surviving Corporation was incorporated.

**FIFTH:** The merger shall be effective as of the close of business on December 31, 2013.

**SIXTH:** The Surviving Corporation's principal place of business is located at 18851 NE 29<sup>th</sup> Avenue, Suite 792, Aventura, Florida 33180. The Surviving Corporation's registered office in the State of Delaware, the jurisdiction in which it was incorporated, is located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

**SEVENTH:** The Surviving Corporation is not qualified to transact business in Florida and as such the Surviving Corporation appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Merging Company, including appraisal rights for its members. The Florida Department of State may use the following street and mailing address as the Surviving Corporation's office for purposes of Section 48.181 of the Florida Statutes: 18851 NE 29<sup>th</sup> Avenue, Suite 792, Aventura, Florida 33180.


**EIGHTH:** The Surviving Corporation agrees to pay to any members of the Merging Company with appraisal rights the amount to which such members are entitled under Sections 608.4351- 608.43595 of the Florida Statutes.

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**IN WITNESS WHEREOF**, this Certificate has been executed by the Surviving Corporation and the Merging Company by their respective officers hereunto duly authorized, this 19 day of December, 2013.

**SURVIVING CORPORATION:**

NIWALI USA CORPORATION

By:   
Giancarlo Cappuccio  
Secretary

**MERGING COMPANY:**

HEALTHY OFFERS SYSTEMS LLC

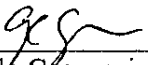
By:   
Giancarlo Cappuccio  
Secretary

Exhibit A

Plan of Merger

## **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with Section 608.438 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** Niwali USA Corporation, the surviving corporation, was incorporated in the State of Delaware (the "Surviving Corporation").

**SECOND:** Healthy Offers Systems, LLC, the merging limited liability company, was organized in the State of Florida (the "Merging Company").

**THIRD:** The terms and conditions of the merger and the manner of carrying the same into effect are as follows:

The Merging Company will be merged with and into the Surviving Corporation, and upon the effectiveness of the merger, which shall occur as of the close of business on December 31, 2013, all of the rights, privileges, duties and obligations of the Merging Company will become rights, privileges, duties and obligations of the Surviving Corporation without any further act or action by the parties and the separate legal existence of the Merging Company shall thereafter cease.

**FOURTH:** The manner and basis of converting the interests of the members of the limited liability company and the shares of stock of the corporation into shares, limited liability company interests or other securities of the entity surviving or resulting from the merger or of cancelling some or all of such shares or interests is as follows:

Upon the effectiveness of the merger, the limited liability company interests of the Merging Company shall be canceled and no shares (or rights to acquire shares) of the Surviving Corporation or other consideration shall be issued in consideration therefor.

**FIFTH:** No amendments to the Articles of Incorporation of the Surviving Corporation shall be effected by the merger.

**SIXTH:** The members of the Merging Company have waived all notice and mailing requirements in connection with the merger.

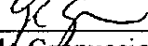
**SEVENTH:** The merger shall be effective as of the close of business on December 31, 2013.

[The next page is the signature page.]

IN WITNESS WHEREOF, this Plan of Merger is executed by the Surviving Corporation and the Merging Company by their respective officers hereunto duly authorized, this 19 day of December, 2013.

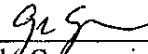
**SURVIVING CORPORATION:**

NIWALI USA CORPORATION

By:   
Giancarlo Cappuccio  
Secretary

**MERGING COMPANY:**

HEALTHY OFFERS SYSTEMS, LLC

By:   
Giancarlo Cappuccio  
Secretary