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Division of Corporations

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**L14000049322**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : AKERMAN LLP - ORLANDO  
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Phone : (407) 423-4000  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
Monreale USA Group LLC**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$50.00

**EFFECTIVE DATE**  
4-30-14

**C. LEWIS**  
APR 23 2014

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EFFECTIVE DATE  
4-30-14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Monreale USA Group LLC	New York	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Monreale USA Group 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; by each other merging entity in accordance with the laws of its jurisdiction; 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:** Please check one of the boxes that apply to surviving entity: (if applicable)

☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

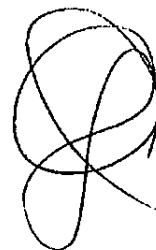
☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

☐ This entity 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 s. 605.0117 and Chapter 48, Florida Statutes is: \_\_\_\_\_.

**FIFTH:** This 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, F.S.

**SIXTH:** The effective date shall be April 30, 2014.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SEVENTH: Signature(s) for Each Party:**

Name of Entity/Organization:

Signature(s):

Name of Individual:

Monreale USA Group LLC  
(New York)

Monreale USA Group LLC  
(Florida)

Flávio Augusto Nastrini Delgado

Flávio Augusto Nastrini Delgado

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