

APR. 4. 2014 4:21PM  
DIVISION of Corporations

NO. 5718 P. 1  
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**MERGER OR SHARE EXCHANGE**  
**Mai-Han, LLC**

Certificate of Status	1
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**ARTICLES OF MERGER**

**OF**

**MAI-HAN LTD. INC.**

**(a Florida corporation)**

**WITH AND INTO**

**MAI-HAN, LLC**

**(a Florida limited liability company)**

Pursuant to the provisions of Chapter 605 and Chapter 607, Florida Statutes (the "Authorities"), **Mai-Han Ltd. Inc.**, a Florida corporation (the "Disappearing Entity"), and **Mai-Han, LLC**, a Florida limited liability company (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of April 4, 2014, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. The Plan of Merger was approved and adopted by the member of the Surviving Entity by written consent effective as of April 4, 2014, and approved by the shareholder and directors of the Disappearing Entity by written consent effective as of April 4, 2014. The Plan of Merger has been approved in accordance with the applicable provisions of the Authorities.

3. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of the Authorities.

4. The merger shall become effective as of the date of filing of these Articles of Merger.

5. The Articles of Organization of the Surviving Entity, as now in force and effect, shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Chapter 605, Florida Statutes.

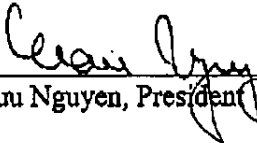
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

**DISAPPEARING ENTITY:**

Mai-Han Ltd. Inc., a  
Florida corporation

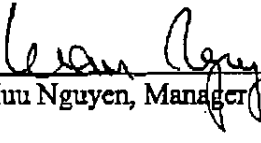
By: \_\_\_\_\_

  
Chau Huu Nguyen, President

**SURVIVING ENTITY:**

Mai-Han, LLC, a  
Florida limited liability company

By: \_\_\_\_\_

  
Chau Huu Nguyen, Manager

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**EXHIBIT A**  
**PLAN OF MERGER**

See attached.

## PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Agreement") dated effective as of April 4, 2014, is by and between **Mai-Han Ltd. Inc.**, a Florida corporation (the "Disappearing Entity"), and **Mai-Han, LLC**, a Florida limited liability company (the "Surviving Entity").

## BACKGROUND

**WHEREAS**, the shareholder and directors of the Disappearing Entity and the member of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

**NOW, THEREFORE**, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

## PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 605 and Chapter 607, Florida Statutes, at the effective time of the merger (the "Effective Time"), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger.

3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.

4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

6. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida and the State of Florida, without resort to choice of law principles.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

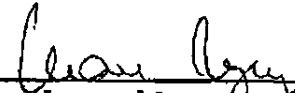
**DISAPPEARING ENTITY:**

Mai-Han Ltd. Inc., a  
Florida corporation

By:   
Chau Huu Nguyen, President

**SURVIVING ENTITY:**

Mai-Han, LLC, a  
Florida limited liability company

By:   
Chau Huu Nguyen, Manager