

03/05/2015 12:54 FAX 9547252350  
3/4/2015

Tripp Scott  
Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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FILED CERT OF MERGER OF  
SHAVE, INC. INTO ESHAVE, LLC

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

From: Account Name : TRIPP SCOTT, P.A.  
Account Number : 075350000065  
Phone : (954)525-7500  
Fax Number : (954)761-8475

999834.0001  
Malka Shave, Inc.

IJL

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15 MAR -5 AM 9:43  
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Email Address: mmm@trippscott.com

MERGER OR SHARE EXCHANGE  
ESHAVE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05 06
Estimated Charge	\$68.75

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SECRETARY OF CORPORATIONS  
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APR  
3/6/15

03/05/2015 12:55 FAX 9545252350  
850-617-6381

Tripp Scott  
3/5/2015 10:03:39 AM PAGE 1/001 Fax Server 0002/0007



March 5, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ESHAVE, LLC  
5700 COLLINS  
APT. 8N  
MIAMI BEACH, FL 33140

SUBJECT: ESHAVE, LLC  
REF: L15000032722

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to list the date of approval for merging corporation on the certificate of merger and the surviving corporation on the plan of merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H15000055791  
Letter Number: 815A00004525

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TALLAHASSEE, FLORIDA

FILED H15000055791  
2015 MAR -5 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER**

of

**SHAVE, INC.**

with and into

**ESHAVE, LLC**

Pursuant to Article 9 of the New York Business Corporation Law (the "New York Law") of the State of New York, and pursuant to Sections 605.1022-605.1026 of the Florida Revised Limited Liability Company Act (the "Florida Act") of the State of Florida, Shave, Inc., a New York corporation, and eShave, LLC, a Florida limited liability company

**DO HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation/organization of the constituent corporation and limited liability company to the merger are as follows:

Name	State of Incorporation/ Organization	Corporate ID No
Shave, Inc.	New York	2027438
eShave, LLC	Florida	L15000032722

**SECOND:** That the name of the surviving limited liability company of the merger of Shave, Inc. (the "Merging Corporation") with and into eShave, LLC (the "Merger") is eShave, LLC (the "Surviving Company").

**THIRD:** A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 615 of the New York Law and (ii) the Surviving Company in accordance with Section 605.1023 of the Florida Act. The Plan provides for the merger of the Merging Corporation into the Surviving Company, with the Surviving Company being the surviving entity in the Merger.

**FOURTH:** The Plan was recommended by (i) the Board of Directors of the Merging Corporation, and pursuant to Section 903 of the New York Law was unanimously approved and adopted by written consent of the Shareholders of the Merging Corporation on March 4, 2015 and (ii) recommended by the Board of Managers of the Surviving Company, and pursuant

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to Section 605.04073(4) of the Florida Act was unanimously approved and adopted by written consent of all of the Members of the Surviving Company on March 4, 2015.

FIFTH: That the articles of organization of the Surviving Company shall be the articles of organization of the Surviving Company.

SIXTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida.

SEVENTH: The Surviving Company agrees that it may be served with process in the State of New York in any action, suit or proceeding for the enforcement of any obligation of the Merging Corporation and irrevocably appoints the New York Secretary of State as its agent to accept service of process, and the New York Secretary of State shall mail such process to the Surviving Company at its address located at 5700 Collins, Apt 8N, Miami Beach, FL 33140, Attention: Danielle Malka.

EIGHTH: The Surviving Company agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which such dissenting shareholders are entitled under Sections 605.1006 and 605.1061-605.1072.

NINTH: The Surviving Company shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.

TENTH: The Merger is not prohibited by any regulation or the Articles of Organization or Bylaws of the Surviving Company.

[Signature page follows]

This Certificate of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

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Dated: March 4th, 2015

**SHAVE, INC.**



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

Name: Danielle Malka

Title: President

**ESHAVE, LLC**



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

Name: Danielle Malka

Title: Manager

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**PLAN OF MERGER****OF****SHAVE, INC.****WITH AND INTO****ESHAVE, LLC**

THE PLAN OF MERGER was approved on March 4, 2015 by Shave, Inc. (the "Merging Corporation"), a corporation organized under the laws of the State of New York, and by resolution adopted by its Board of Directors and Shareholders on said date, and approved on March 4, 2015 by eShave, LLC, a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members and Managers on said date. The names of the corporation and limited liability company planning to merge are Shave, Inc., a business corporation organized under the laws of the State of New York and eShave, LLC, a limited liability company organized under the laws of the State of Florida, which has elected to be treated as a "subchapter S Corporation" for federal, state, local and foreign income tax purposes. The name of the surviving limited liability company into which Shave, Inc. plans to merge is eShave, LLC. The merger shall have the effects set forth in Section 906 of the New York Business Corporation Law (the "New York Law") and Section 605.1026 of the Florida Limited Liability Company Act (the "Florida Act").

1. The Merging Corporation shall, pursuant to the provisions of the New York Law, be merged with and into eShave, LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving limited liability company", and which shall continue to exist as said surviving limited liability company under the name of "eShave, LLC", pursuant to the provisions of the Florida Act. The separate existence of the Merging Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New York Law.

2. The Articles of Organization of the surviving limited liability company upon the effective date of the merger shall be the Articles of Organization of the surviving limited liability company, and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The present operating agreement of the surviving limited liability company shall be the operating agreement of the surviving limited liability company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. Each fully paid and nonassessable share of common stock, no par value, of the non-surviving corporation issued and outstanding immediately prior to the effective date of the merger shall be converted into and become one membership unit of the surviving limited liability company.

5. The Plan of Merger herein made and approved shall be submitted to the Shareholders of the non-surviving corporation and to the Members of the surviving limited liability company for their approval or rejection in the manner prescribed by the provisions of the New York Law or the Florida Act.

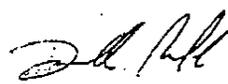
6. In the event that the Plan of Merger shall have been approved by the Shareholders entitled to vote of the non-surviving corporation and the Members entitled to vote of the surviving limited liability company in the manner prescribed by the provisions of the New York Law and the Florida Act, the non-surviving corporation and the surviving limited liability company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The board of directors and the proper officers of the non-surviving corporation, the board of managers and the proper officers of the surviving limited liability company, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this 4th day of March, 2015.

SHAVE, INC.



By: \_\_\_\_\_  
Name: Daniella Malka  
Title: President

ESHAVE, LLC



By: \_\_\_\_\_  
Name: Danielle Malka  
Title: Manager