

**L15000185940**

Florida Department of State  
Division of Corporations  
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Account Number : I19990000131  
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**MERGER OR SHARE EXCHANGE**  
**D-Trans, LLC a Florida limited liability company**

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Page Count	07
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ARTICLES OF MERGER  
OF  
D-TRANS, LLC  
AN OREGON LIMITED LIABILITY COMPANY  
AND  
D-TRANS, LLC, L15000185940  
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Section 605.1025, Florida Statutes, these Articles of Merger provide that:


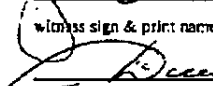
1. The exact name, entity type and jurisdiction for each merging entity is as follows:
  - (i) D-Trans, LLC, an Oregon limited liability company, ("D-Trans Oregon");
  - (ii) D-Trans, LLC, a Florida limited liability company, ("D-Trans Florida").
2. The exact name, entity type and jurisdiction of the surviving entity is as follows:  
D-Trans, LLC, a Florida limited liability company.
3. The Agreement and Plan of Merger dated January 27, 2016, pursuant to which D-Trans Oregon shall be merged with and into D-Trans Florida (the "Merger"), was adopted by the members of D-Trans Oregon by written consent dated January 27, 2016, in accordance with the laws of its jurisdiction, and by the members of D-Trans Florida by written consent dated January 27, 2016, in accordance with §605.1021 - 605.1026, F.S., and as the entity having interest holder liability under §605.1023(1)(b), F.S. A copy of the Agreement and Plan of Merger is attached hereto and incorporated herein.
4. D-Trans Florida, the surviving entity, existed before the merger and is a domestic filing entity and no amendment to its public organic record is being made.
5. D-Trans Florida, the surviving entity, has agreed to pay to any members of D-Trans Oregon with appraisal rights the amount to which such members are entitled under the provisions of §605.1006 and 605.1061 - 605.1072, F.S.
6. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Time").

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IN WITNESS WHEREOF, these Articles of merger have been executed on behalf of the constituent companies by their authorized members as of January 27, 2016.



D-TRANS, LLC, an Oregon limited liability company

  
 witness sign & print name: Angela Kuehler  
  
 witness sign & print name: Tetyana Durshpek

By Vladimir Durshpek  
 Vladimir V. Durshpek, Member

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D-TRANS, LLC,  
 a Florida limited liability company

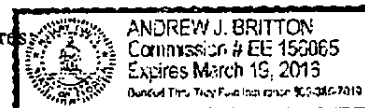
  
 witness sign & print name: Angela Kuehler  
  
 witness sign & print name: Tetyana Durshpek

By Vladimir Durshpek  
 Vladimir V. Durshpek, Member

STATE OF FLORIDA  
 COUNTY OF SARASOTA

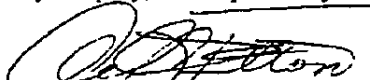
The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2016, by Vladimir V. Durshpek, as an authorized Member of D-Trans, LLC, an Oregon limited liability company, who is personally known to me or who has produced N/A as identification.

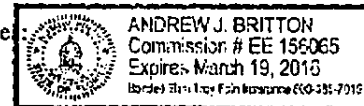
  
 Notary Public  
 My Commission Expires



STATE OF FLORIDA  
 COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2016, by Vladimir V. Durshpek, as an authorized Member of D-TRANS, LLC, a Florida limited liability company, who is personally known to me or who has produced N/A as identification.

  
 Notary Public  
 My Commission Expires



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AGREEMENT AND PLAN OF MERGER  
BETWEEN  
D-TRANS, LLC, an Oregon limited liability company  
and  
D-TRANS, LLC, a Florida limited liability company

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This Agreement and Plan of Merger is made effective on January 27, 2016, between D-Trans, LLC, an Oregon limited liability company ("D-Trans Oregon") and D-Trans, LLC, a Florida limited liability company ("D-Trans Florida").

## AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Florida Revised Limited Liability Company Act, at the Effective Time, D-Trans Oregon, shall be merged with and into D-Trans Florida (the "Merger"), the separate and limited liability company existence of D-Trans Oregon shall cease, and D-Trans Florida shall continue under its present name (the "Surviving Entity"). D-Trans Oregon and D-Trans Florida are collectively referred to as the "Constituent Companies."

2. The Merger shall become effective on the date that both a Certificate of Merger has been filed by the Secretary of State of Oregon and the Articles of Merger have been filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Companies. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Companies existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding membership unit of D-Trans Oregon shall be cancelled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding membership unit of D-Trans Florida shall remain issued and outstanding.

5. The Articles of Organization of D-Trans Florida in effect immediately prior to the Effective Time shall remain in effect and be the Articles of Organization of the Surviving Entity.

6. Membership unit owners of the Surviving Entity who dissent from the merger may be entitled to be paid the fair value of their membership units, if they comply with the provisions of the Florida Revised Limited Liability Act regarding the rights of dissenting membership unit holders.

D-TRANS, LLC, an Oregon limited liability company

By: Vladimir V. Durshpek  
Vladimir V. Durshpek, Member

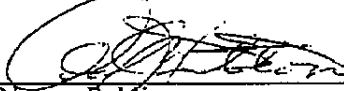
D-TRANS, LLC, a Florida limited liability company

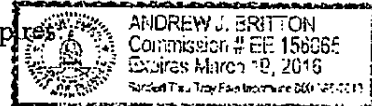
By: Vladimir V. Durshpek  
Vladimir V. Durshpek, Member

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STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2016, by Vladimir V. Durshpek, authorized member of D-Trans, LLC, an Oregon limited liability company, who is personally known to me or who has produced N/A as identification.

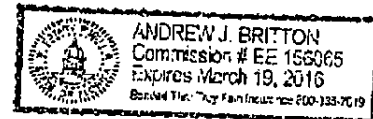
  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2016, by Vladimir V. Durshpek, Member of D-Trans, LLC, a Florida limited liability company, who is personally known to me or who has produced N/A as identification.

  
Notary Public  
My Commission Expires:

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**CONSENT OF MEMBERS OF  
D-TRANS, LLC,  
AN OREGON LIMITED LIABILITY COMPANY  
TO AGREEMENT AND PLAN OF MERGER**

WHEREAS, there has been presented to the members of D-Trans, LLC a proposed Agreement and Plan of Merger, a copy of which is attached hereto, providing for the merger of D-Trans, LLC, an Oregon limited liability company ("D-Trans Oregon"), into D-Trans, LLC, a Florida limited liability company ("D-Trans Florida"); and

WHEREAS, it is deemed in the best interests of the members of this Company that the terms and conditions of such Agreement be approved and performed; it is therefore:


RESOLVED, that each member waive the requirement that a copy or summary of the Agreement and Plan of Merger be mailed to each member, and waive the requirement that written notice of the meeting with respect to the approval of that Agreement and Plan of Merger be given;

RESOLVED, that the Agreement and Plan of Merger of this Company and D-Trans Florida submitted to this meeting is adopted and approved by the members in the form submitted;

RESOLVED FURTHER, that Vladimir V. Durshpek, be and here by is authorized on behalf of this company to take such actions and to execute and file such documents as may be necessary or convenient to carry out and perform such Agreement and Plan of Merger.

The undersigned, being all the members of the Company hereby approve the above resolutions.

  
\_\_\_\_\_  
Vladimir V. Durshpek, Member

  
\_\_\_\_\_  
Tetyana Durshpek, Member

Effective Date: January 26, 2016

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**CONSENT OF MEMBERS OF  
D-TRANS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY  
TO AGREEMENT AND PLAN OF MERGER**

WHEREAS, there has been presented to the members of D-Trans, LLC a proposed Agreement and Plan of Merger, a copy of which is attached hereto, providing for the merger of D-Trans, LLC, an Oregon limited liability company ("D-Trans Oregon"), into D-Trans, LLC, a Florida limited liability company ("D-Trans Florida"); and

WHEREAS, it is deemed in the best interests of the members of this company that the terms and conditions of such Agreement be approved and performed; it is therefore:

RESOLVED, that each member waive the requirement that a copy or summary of the Agreement and Plan of Merger be mailed to each member, and waive the requirement that written notice of the meeting with respect to the approval of that Agreement and Plan of Merger be given;

RESOLVED, that the Agreement and Plan of Merger of this Company and D-Trans Oregon submitted to this meeting is adopted and approved by the members in the form submitted;

RESOLVED FURTHER, that pursuant to §605.1023, F.S., each member approves this Company becoming liable for debts, obligations and other liabilities of D-Trans Oregon that may arise after the merger becomes effective;

RESOLVED FURTHER, that Vladimir V. Durshpek, be and hereby is authorized on behalf of this company to take such actions and to execute and file such documents as may be necessary or convenient to carry out and perform such Agreement and Plan of Merger.

The undersigned, being all the members of the company hereby approve the above resolutions.

  
Vladimir V. Durshpek, Member

  
Tetyana Durshpek, Member

Effective Date: January 27, 2016

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