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Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**Magic Moment RE Holdings, LLC**

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**ARTICLES OF MERGER****OF****TOMAT TRADING, INC.**  
(a Florida corporation)**WITH AND INTO****MAGIC MOMENT RE HOLDINGS, LLC**  
(a Florida limited liability company)FILED  
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Pursuant to the provisions of Fla. Stat. §607.1109 (the "Authorities"), TOMAT TRADING, INC., a Florida corporation (the "Disappearing Entity"), and MAGIC MOMENT RE HOLDINGS, 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 December 28, 2015, but shall be effective as of January 1, 2016, 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 sole member and sole manager of the Surviving Entity by written consent effective as of January 1, 2016, and approved by the sole shareholder and sole director of the Disappearing Entity by written consent effective as of January 1, 2016. The Plan of Merger has been approved in accordance with the applicable provisions of Florida law.

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 Florida Law.

4. The merger shall become effective as of January 1, 2016.

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 this 28<sup>th</sup> day of December 28, 2015, but shall be effective as of January 1, 2016.

**DISAPPEARING ENTITY:**

Tomat Trading, Inc., a  
Florida corporation

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

Ariel D. Tomat, sole director  
and sole shareholder

**SURVIVING ENTITY:**

Magic Moment RE Holdings, LLC, a Florida  
limited liability company

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

Ariel D. Tomat, sole manager and  
sole member

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**EXHIBIT A**

**PLAN OF MERGER**

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#### PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Plan") is dated this 28<sup>th</sup> day of December, 2015, but shall be effective as of January 1, 2016, is by and between Tomat Trading, Inc., a Florida corporation (the "Disappearing Entity"), and Magic Moment RE Holdings, LLC, a Florida limited liability company (the "Surviving Entity").

#### BACKGROUND

**WHEREAS**, the sole shareholder and director of the Disappearing Entity and the sole member and manager 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 Plan, and in accordance with the provisions of Fla. Stat. §607.1109, 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 January 1, 2016 (the "Effective Time").

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. At the Effective Time, by virtue of the Merger and without any action on the part of the shareholders, directors, members, officers, or managers, of the Constituent Entities, all of the outstanding and issued shares of common stock of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests or units. Ariel D. Tomat is the sole shareholder of the Disappearing Entity and is the sole member of the Surviving Entity. Accordingly, there is no need to issue additional ownership units to Ariel D. Tomat.

5. 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.

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6. 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.

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

8. 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 Plan as of the day and year first above written and further mandate this Plan shall be effective as of January 1, 2016.

**DISAPPEARING ENTITY:**

Tomat Trading, Inc., a  
Florida corporation

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

Ariel D. Tomat, sole director  
and sole shareholder

**SURVIVING ENTITY:**

Magic Moment RE Holdings, LLC, a Florida  
limited liability company

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

Ariel D. Tomat, sole manager and  
sole member