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ARAZOZA & FERNANDEZ

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8/2/2017

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : ARAZOZA & FERNANDEZ-FRAGA P.A.
Account Number : 076624803440
Phone : (305)444-6226
Fax Number : (305)442-4829

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
IWK USA IMPORTERS, LLC.**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$68.75

455.00

AUG 03 2017

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IWK USA IMPORTERS, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

LAURA KOHN

Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.

Firm/Company

2100 SALZEDO STREET, SUITE 300

Address

CORAL GABLES, FL 33134

City, State and Zip Code

LAURA@ARAZOZA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA KOHN at (305) 444 - 6226 x 233
Name of Contact Person Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E080 (2/14)

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Articles of Merger
For
Florida Limited Liability Company

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
IWK USA IMPORTERS, LLC.	FLORIDA	LLC
IWK USA CORP.	FLORIDA	CORPORATION

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
IWK USA IMPORTERS, LLC.	FLORIDA	LLC

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).

FILED
2017 AUG -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

DATE OF FILING

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

IWK USA IMPORTERS, LLC.

IWK USA CORP.

Signature(s)

Typed or Printed
Name of Individual:

STEFANO COZZA

CRISTIAN TOMBACCO

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
Signature of a general partner or authorized person
Signatures of all general partners
Signature of a general partner
Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00