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MERGER

1. **VEGAN FINE FOODS LLC**

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

ARTICLES OF MERGER OF

VEGAN FINE FOODS LLC
(a Florida limited liability company)

With and into
VEGAN FINE FOODS, INC.
(a Nevada corporation)

ARTICLES OF MERGER, dated as of October 15, 2021 (these "**Articles**"), by and between **Vegan Fine Foods LLC**, a Florida Limited Liability Company ("**Florida LLC**"), and **Vegan Fine Foods, Inc.**, a Nevada corporation ("**Nevada Corp.**").

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 605.1025 of the Florida Statutes.

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

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Vegan Fine Foods LLC	Limited Liability Company	Florida

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

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Vegan Fine Foods, Inc.	Profit Corporation	Nevada

THIRD: The Agreement and Plan of Merger ("**Plan of Merger**") attached hereto as **Exhibit A** was approved by the board of directors of the surviving corporation on October 15, 2021, and this merger was approved by each domestic merging entity that is a limited liability company in accordance with Section 605.1021 and 605.1026; the surviving entity has agreed to pay any members of any LLC with appraisal rights the amount the members are entitled to under the provisions of Section 605.1006 and Sections 605.1061- 605.1072 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 an interest holder liability under Section 605.1023(1)(b).

FOURTH: The Plan of Merger attached hereto as Exhibit A was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state under which such other business entity is incorporated on October 15, 2021.

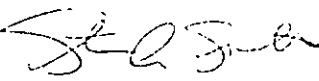
FIFTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by the Sole Manager of Vegan Fine Foods LLC and a duly authorized officer of Vegan Fine Foods, Inc.

MERGING CORPORATION

Vegan Fine Foods LLC
a Florida Limited Liability Company

By: 
Name: Steven A. Smith
Title: Sole Manager

SURVIVING ENTITY:

Vegan Fine Foods, Inc.
a Nevada Corporation

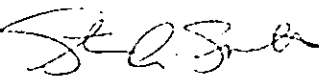
By: 
Name: Steven A. Smith
Title: Chief Executive Officer

Exhibit A

(Agreement and Plan of Merger)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 15, 2021 (this "**Agreement**"), by and between **Vegan Fine Foods LLC**, a Florida limited liability company ("**Florida LLC**"), and **Vegan Fine Foods, Inc.**, a Nevada corporation ("**Nevada Corp.**").

BACKGROUND

The authorized capital stock of Nevada Corp. consists of One Hundred Million (100,000,000) shares of common stock, \$0.0001 par value per share, none of which shares are issued and outstanding as of the date hereof, and Fifty Million (50,000,000) shares of preferred stock, \$0.0001 par value per share, none of which shares are issued and outstanding as of the date hereof.

The Florida LLC is authorized to issue membership interests representing equity ownership interests in the Florida LLC. All of the membership interests of the Florida LLC are owned by Steven A. Smith (the "**Sole Member**").

The Sole Member of the Florida LLC and the Board of Directors of Nevada Corp. have deemed it advisable and to the advantage of the two business entities that Florida LLC merge with and into Nevada Corp. upon the terms and conditions herein provided. The Sole Member of the Florida LLC and the Board of Directors of Nevada Corp. have approved this Agreement and Plan of Merger and have submitted this Agreement and Plan of Merger to the shareholders of Nevada Corp. for their approval, which was obtained.

Florida LLC and Nevada Corp. intend that the transaction contemplated by this Agreement will qualify as a tax-free reorganization.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Nevada Corp. and Florida LLC hereby agree to merge in accordance with the following plan:

1. Merger. Florida LLC shall be merged with and into Nevada Corp. at the Effective Time (as defined below). From and after the Effective Time, Nevada Corp. shall be the surviving corporation and the separate existence of Florida LLC shall cease, all as, and with the effect provided by Florida law, the Nevada Revised Statutes, and this Agreement and Plan of Merger. This Agreement and Plan of Merger shall become effective for purposes of Nevada and Florida law at such date and time as a Certificate of Merger or Articles of Merger have been filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Nevada, respectively (such latest date being the "**Effective Time**").

2. Directors and Officers and Governing Documents; Name. The directors and officers of Nevada Corp. immediately prior to the Effective Time shall be the directors and officers of Nevada Corp. as the surviving corporation. The Articles of Incorporation of Nevada Corp. shall continue to be the Articles of Incorporation of Nevada Corp. as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and

applicable laws. The bylaws of Nevada Corp., as in effect at the Effective Time, shall continue to be the bylaws of Nevada Corp. as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. Rights and Liabilities of Nevada Corp. and Florida LLC. The merger shall have the effects set forth in Chapter 92A of the Nevada Revised Statutes and Section 605.1021 through Section 605.1026 of the Florida Revised Limited Liability Company Act.

4. Further Assurances. From time to time, as and when required by Florida Revised Limited Liability Company Act or the Nevada Revised Statutes, there shall be executed and delivered on behalf of the Florida LLC such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Nevada Corp., the title to and possession of powers, franchises and authority of Florida LLC and otherwise to carry out the purposes of this Agreement and Plan of Merger, the officers and directors of Nevada Corp. are fully authorized in the name and on behalf of the Florida LLC and the Nevada Corp. or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Equity Interests of Florida LLC. At the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, the outstanding membership interests of the Florida LLC, all of which are held by the Sole Member, shall be automatically changed and converted into Ten Million (10,000,000) shares of Common Stock of the Nevada Corp.

7. Amendment. At any time prior to the Effective Time, this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the Board of Directors of Nevada Corp. and the Sole Member of the Florida LLC to be necessary, desirable or expedient.

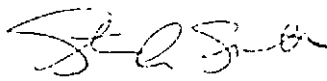
8. Abandonment. At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by either the Board of Directors of Nevada Corp. or the Sole Member of the Florida LLC or both.

9. Counterparts; Facsimile Execution. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in multiple counterparts, each of which shall be deemed to be an original and the same agreement. Facsimile execution and delivery of this Agreement is legal, valid and binding execution and delivery for all purposes.

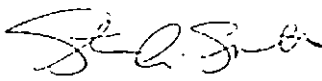
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IN WITNESS WHEREOF, each of the business entities party hereto, pursuant to authority granted by the Board of Directors of the Nevada Corporation and the Sole Member of the Florida LLC, have caused this Agreement and Plan of Merger to be executed by its duly authorized officer, as of the date first above written.

VEGAN FINE FOODS, INC.
a Nevada Corporation

By: 
Name: Steven A. Smith
Title: Chief Executive Officer

VEGAN FINE FOODS LLC
a Florida Limited Liability Company

By: 
Name: Steven A. Smith
Title: Sole Manager