

L21000230784

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

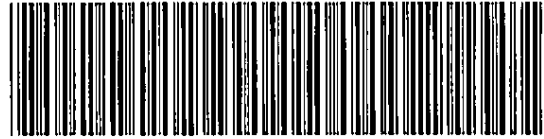
(Document Number)

Certified Copies _____

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Special Instructions to Filing Officer:

Office Use Only



200421829392

2024 JAN 16 AM 9:20

FILED

2024 JAN 16 AM 11:46

RECEIVED

OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2024

CSC
EYLIENA BAKER

SUBJECT: MELTIO USA LLC
Ref. Number: L21000230784

RESUBMIT
Please give original
submission date as file date.

We have received your document for MELTIO USA LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

We did not receive the articles of merger. You can either include articles of merger or the document needs to be titled articles of merger with the plan and agreement merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 324A00001479

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2024 JAN 30 AM 11:32
FALLAHASSEE, FLORIDA

RECEIVED

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 50.00



ORDER DATE :

ORDER TIME : 9:14 AM

ORDER NO. : -005

CUSTOMER NO:

ARTICLES OF MERGER

MELTIO USA LLC

INTO

MELTIO USA LLC

2024 JAN 16 AM 9:21
71 30

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: _____

The following Plan of Merger is submitted in accordance with F.S. § 605.1021 and F.S. § 605.1022 (Florida Revised Limited Liability Company Act) and in accordance with Chapter 86 and Chapter 92A of the Nevada Revised Statutes, and was approved by each limited liability company that is a party to the merger, in accordance with Florida and Nevada law.

ARTICLES OF MERGER

By and Among

MELTIO USA LLC, a Florida limited liability company

and

MELTIO USA LLC, a Nevada limited liability company

C21-230784

This Plan of Merger, dated as of the 10th day of January, 2024, by and among MELTIO USA LLC, a Florida limited liability company with Florida Document No. L21000230784 (the "Surviving Entity"), and MELTIO USA LLC, a Nevada limited liability company with NV Entity No. E5640532020-5 (the "Merging Entity").

WITNESSETH:

WHEREAS, the Surviving Entity and the Merging Entities, together with DirectedMetal 3D S.L., a company formed under the laws of Spain with its address at Poligono Industrial Los Rubiales Calle 3 Naves 7 12, Linares. Jaen 23700 Spain, and the sole member of both the Surviving Entity and the Merging Entity (the "Sole Member"), have adopted resolutions effective as of January __, 2024, agreeing to a Merger between the Merging Entity and the Surviving Entity, pursuant to which the Merging Entity will merge with and into the Surviving Entity (the "Merger") and the Surviving Entity will be the surviving entity in the Merger in accordance with the requirements the Florida Revised Limited Liability Company Act and of the Nevada Revised Statutes (jointly, the "Acts").

WHEREAS, the Sole Member of the Surviving Entity and the Merging Entity has approved this Plan of Merger and the Merger in accordance with the applicable provisions of the Acts, and the terms of the respective governing documents of the Merging Entity and the Surviving Entity.

NOW THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained herein, the parties hereto agree that the terms and the conditions of the Merger, the mode of carrying it into effect, and the manner of converting and exchanging the membership interests in the Merging Entity and the Surviving Entity shall be as follows:

FIRST: The surviving entity shall be Meltio USA LLC, a Florida limited liability company.

SECOND: Subject to and in accordance with the provisions of this Plan of Merger, Articles of Merger in compliance with. § 605.1025 of the Florida Revised Limited Liability Company Act and Chapter 92A of the Nevada Revised Statutes(the "Articles of Merger"), shall be executed and filed with each respective secretary of state, as may be required by the Acts, by each of the Surviving

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Entity and the Merging Entity. On the Effective Date (as defined below), the separate existence of the Merging Entity shall cease and the Merging Entity shall be merged with and into the Surviving Entity. The Surviving Entity shall continue as a limited liability company organized under the Florida Revised Limited Liability Company Act, unaffected and unimpaired by the Merger, and all liabilities of the Merging Entity shall attach to the Surviving Entity. The name and jurisdiction of the name and jurisdiction of the Surviving Entity is Meltio USA LLC, a Florida limited liability company, and the name and jurisdiction of the Merging Entity is Meltio USA LLC, a Nevada limited liability company.

THIRD: The terms and conditions of the Merger are as follows:

a. **Surviving Entity Successor to each Merging Entity.** On the Effective Date, the separate existence of the Merging Entity shall cease, and all of the right, title and interest of the Merging Entity in all of its property, whether real or personal and mixed, tangible or intangible, shall be vested in the Surviving Entity without reversion or impairment, and without the necessity for any further or separate transfer, assignment or other act or deed, as provided by § 605.1026 of the Florida Revised Limited Liability Company Act and by § 92A.250 of the Nevada Revised Statutes. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the Merger.

b. **Articles of Formation, Operating Agreement and EIN.** The Articles of Formation of the Surviving Entity filed with the Secretary of State of the State of Florida shall continue to be its Articles of Formation following the Effective Date. The Operating Agreement of the Surviving Entity shall continue to be its Operating Agreement following the Effective Date. The FEIN for the Surviving Entity shall be 85-0501843.

c. **Filing.** The managers of the Surviving Entity shall cause to be filed a certified copy of the Articles of Merger in the office of the official who is the recording officer of each county in the State of Florida and/or Nevada in which property of the Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity, if applicable.

d. **Effective Date.** The Merger shall become effective upon filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Date").

e. **Termination.** This Plan of Merger may be terminated and the Merger abandoned only upon the revocation by the sole member of the Merging Entity or of the Surviving Entity of the resolutions adopting the Merger at any time prior to the Effective Date.

f. **Amendment.** This Plan of Merger may be amended only by a written amendment adopted by all the parties hereto at any time prior to the Effective Date.

g. **Managers of Surviving Entity.** The managers of the Surviving Entity and their addresses shall be:

Miguel A. Aguayo: Poligono Industrial Los Rubiales
Calle 3 Naves 7 12
Linares, Jaen 23700 ES

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Mukesh Mayor: Poligono Industrial Los Rubiales
Calle 3 Naves 7 12
Linares, Jaen 23700 ES

h. **Registered Agent.** The Registered Agent of the Surviving Entity in Florida and her address shall be:

Olga M. Pina
Shutts & Bowen LLP
4301 W Boy Scout Blvd
Ste 300
TAMPA, FL 33607-5716

FOURTH: The manner and basis of converting the interests of the Merging Entities into interests, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire interests, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property shall be as follows:

(a) On the Effective Date, by virtue of the Merger and without any action on the part of the holders of any of the membership interests of any Merging Entity or the Surviving Entity, the membership interests in the Merging Entity outstanding immediately prior to the Effective Date, as set forth below (the "Merging Entity Membership Interests"), shall be cancelled and shall cease to exist:

<u>Merging Entity:</u>	<u>Member Name:</u>	<u>Ownership Percentage:</u>
Meltio USA LLC, a Nevada limited liability company (NV Entity No. E5640532020-5)	DirectedMetal 3D SL	100%

and

(b) The Merging Entity Membership Interests shall become on the Effective Date, by virtue of the Merger, Membership Interests of the Surviving Entity, with the rights, duties and obligations described in the Surviving Entity's Articles of Formation and Operating Agreement, such that, upon the Effective Date of the Merger, the equity ownership of the Surviving Entity shall be as set forth below, and all parties hereto agree that the consideration given for the Merging Entity Membership Interests is fair and reflects the fair market value of such interests as a group.

<u>Merging Entity:</u>	<u>Member Name:</u>	<u>Ownership Percentage:</u>
Meltio USA LLC, a Florida limited liability company (Florida Document No. L21000230784)	DirectedMetal 3D SL	100%

FIFTH: Miscellaneous provisions:

5.1 This Plan of Merger may be executed in two or more counterparts, each of which, when so executed, shall be deemed an original and such counterparts shall together constitute but one and the same instrument.

5.2 This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have each caused this Plan of Merger to be executed by their duly authorized representatives.

SURVIVING ENTITY:

MELTIO USA LLC, a Florida limited liability company

AGUAYO MARTINEZ
MIGUEL ANGEL -
773750745

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ANGEL - 773750745
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By: _____
Miguel A. Aguayo, Manager

By: _____
Mukesh Mayor, Manager

2024 JAN 16 PM 9:21

SURVIVING ENTITY:

MELTIO USA LLC, a Nevada limited liability company

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MIGUEL ANGEL - 773750745

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ANGEL - 773750745
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By: _____
Miguel A. Aguayo, Manager

By: _____
Mukesh Mayor, Manager

SOLE MEMBER:

DIRECTED METAL SL, a company constituted under the laws of Spain

77335405K ANGEL
LLAVERO (R:
82380253:)

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77335405K ANGEL LLAVERO (R:
82380253:)
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By: _____
Angel Llavero
Its: President