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**MERGER**

**1. NEW CONTINENTAL, INC.**

(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, CERTIFICATE AND PLAN OF MERGER

These Articles, Certificate and Plan of Merger made and entered into as of the 4<sup>th</sup> day of April, 2016, by and between New Continental, Inc., a Florida corporation, (hereafter sometimes referred to as "NCI"), Anthura U.S.A., LLC, a Florida limited liability company (hereafter sometimes referred to as "LLC FL"), and Chris & Chris Investments, Inc., a Florida corporation, (hereafter sometimes referred to as "C&C " or the "Surviving Corporation"), said corporations hereinafter sometimes collectively referred to as the "Constituent Corporations."

## ARTICLES AND CERTIFICATE OF MERGER

The following Articles and Certificate of Merger are submitted in accordance with the Florida Business Corporation Act and the Florida Revised Limited Liability Act.

A. The name of the surviving corporation is C&C, a corporation organized and existing under the laws of the State of Florida, document number L94642. Its principal place of business is 2501 Formosa Gardens Blvd. Kissimmee, Florida 34747.

B. NCI is a corporation organized and existing under the laws of the State of Florida, document number L94640. NCI will not survive the merger. Its principal place of business is 2501 Formosa Gardens Blvd. Kissimmee, Florida 34747.

C. LLC FL is a limited liability company organized and existing under the laws of the State of Florida, document number L99000004377. LLC FL will not survive the merger. Its principal place of business is 2501 Formosa Gardens Blvd. Kissimmee, Florida 34747.

D. The total number of shares of stock which NCI has authority to issue is 100 shares of common stock of which 100 shares of common stock are now issued and outstanding and owned as follows:

- (a) 15 common shares -Kerry Richards
- (b) 15 common shares -Christiana Richards
- (c) 10 common shares - Kenneth Richards
- (d) 10 common shares -Stacy Richards Hutchcraft
- (e) 18 common shares - Siu Ling Lim
- (f) 16 common shares -Michelle Lim
- (g) 16 common shares -Benjamin Lim

E. The Membership Interest owned by each Member in LLC FL is as follows:

- (a) 15% Membership Interest - Kerry Richards
- (b) 15% Membership Interest -Christiana Richards
- (c) 10% Membership Interest - Kenneth Richards
- (d) 10% Membership Interest -Stacy Richards Hutchcraft
- (e) 18% Membership Interest -Siu Ling Lim
- (f) 16% Membership Interest -Michelle Lim
- (g) 16% Membership Interest -Benjamin Lim

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F. The Surviving Corporation has authority to issue 100 shares of common stock, of which 100 shares are now issued and outstanding and owned as follows:

- (a) 15 common shares -Kerry Richards
- (b) 15 common shares -Christiana Richards
- (c ) 10 common shares - Kenneth Richards
- (d) 10 common shares -Stacy Richards Hutchcraft
- (e) 18 common shares - Siu Ling Lim
- (f) 16 common shares -Michelle Lim
- (g) 16 common shares -Benjamin Lim

G. The Board of Directors of each of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their shareholders that the Constituent Corporations merge into a single corporation to the end that NCI be merged into the Surviving Corporation on the terms and conditions hereinafter set forth in accordance with applicable provisions of the Florida Statutes which permit such merger, and the members of LLC FL deem it advisable for the general welfare and advantage of LLC FL and their members that LLC FL merge into a single corporation to the end that LLC FL be merged into the Surviving Corporation on the terms and conditions hereinafter set forth in accordance with applicable provisions of the Florida Statutes which permit such merger.

H. The parties hereto hereby agree in accordance with the applicable Florida Statutes that NCI and LLC FL be merged into the Surviving Corporation (hereinafter called the "Merger"), that the Merger shall be effective at the effective date (as hereinafter defined), and the Surviving Corporation shall exist under the laws of the State of Florida; and by their respective Board of Directors and managers and members, respectively, the parties have agreed and do hereby agree to the following terms and conditions relating to the Merger and the mode of carrying the same into effect. These Articles, Certificate and Plan of Merger (hereinafter sometimes referred to as "Plan") were approved as required by the governing documents of the parties hereto and the applicable Florida Statutes.

#### **PLAN OF MERGER**

##### **1. STOCKHOLDERS AND MEMBERS MEETING; FILINGS; EFFECTS OF MERGER.**

(a) Each of the Constituent Corporations and LLC FL shall call a meeting of its stockholders and managers and members, respectively, at the earliest practical date, upon due notice to its stockholders and members, respectively, or waivers thereof, to consider and vote upon the adoption of the Merger.

(b) If this Plan is adopted by the stockholders of the Constituent Corporations and the managers and members of LLC FL in accordance with the laws of the State of Florida, then this Plan or a summary thereof shall be filed and recorded in accordance with the applicable Florida Statutes. The Merger shall become effective on April 11, 2016, which date is hereinafter referred to as the "Effective Date."

(c) On the Effective Date, the separate existence of NCI and LLC FL shall cease, and NCI and LLC FL shall be merged into the Surviving Corporation and the Surviving Corporation shall possess all of the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all of the restrictions, disabilities, and duties of NCI and LLC FL; and all and singular, the rights, privileges, powers, and franchises and all property, real, personal, and mixed and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to NCI and LLC FL shall be taken and deemed to be vested in the Surviving Corporation without further act or deed and all debts, liabilities and duties of NCI and LLC FL shall

thenceforth attach to the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers of NCI and the last acting managers or members of LLC FL may, in the name of NCI and LLC FL, respectively, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm, in the Surviving Corporation, title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of NCI and LLC FL, and otherwise carry out the purposes of this Plan.

## **2. NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BY-LAWS**

(a) From and after the Effective Date, NCI and LLC FL shall merge into the Surviving Corporation and the name of the surviving entity shall be C&C.

(b) The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the Articles of Incorporation of the Surviving Corporation, until changed or amended as provided by law.

(c) The By-Laws of the Surviving Corporation as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the By-Laws of the Surviving Corporation, until amended as provided therein.

## **3. STATUS AND CANCELLATION OF SECURITIES AND MEMBERSHIP INTERESTS.**

(a) The 100 shares of common stock of NCI owned by the stockholders of NCI, and the Membership Interests owned by the members of LLC FL, by virtue of the Merger and at the Effective Date, shall be cancelled and shall cease to exist and certificates representing such shares and Membership Interests, respectively, shall be cancelled.

(b) Following the Effective Date of the Merger, the issued and outstanding common stock of the Surviving Corporation shall continue to be owned by the existing stockholders of the Surviving Corporation, who are also the stockholders of NCI and members of LLC FL, in the same proportion as their stock ownership in NCI and their membership interest in LLC FL, as reflected above.

(c) The parties agree that there is no consideration for the Merger except as set forth herein.

## **4. MISCELLANEOUS.**

(a) This Plan may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan by the shareholders of either of the Constituent Corporations or the members of LLC FL, if the Board of Directors of any other of the Constituent Corporations, or the members of LLC FL, respectively, duly adopt a resolution abandoning this Plan.

(b) For the convenience of the parties hereto and to facilitate the filing of this Plan, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

(c) This Plan constitutes a Plan of Reorganization with respect to the Constituent Corporations to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

(d) These Articles, Certificate and Plan of Merger may be executed in several counterparts each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. An electronically or facsimile transmitted signature will have the same legal effect as an originally drawn signature.

**IN WITNESS WHEREOF**, the undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent statement, and certifies that the statements contained herein are true and correct, and that the persons signing are authorized, under the applicable Florida law, to execute this

document. Each of the Constituent Corporations and LLC FL, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and managers and members, respectively, have caused this Plan to be executed by the President of each of the Constituent Corporations and by the managers and members of LLC FL.

New Continental, Inc., a Florida corporation

by: Christiana Richards  
Christiana Richards, President

Anthura U.S.A., LLC, a Florida limited liability company

by: Christiana Richards  
Christiana Richards, Manager and Member

by: Kerry Richards  
Kerry Richards, Member

by: Kenneth Richards  
Kenneth Richards, Manager and Member

by: Stacy Richards Hutchcraft  
Stacy Richards Hutchcraft, Member

by: Siu Ling Lim  
Siu Ling Lim, Member

by: Michelle Lim  
Michelle Lim, Member

by: Benjamin Lim  
Benjamin Lim, Member

Chris & Chris Investments, Inc.,  
a Florida corporation

by: Christiana Richards  
Christiana Richards, President

THE ABOVE Articles, Certificate and Plan of Merger having been executed by the President of each corporate party thereto, and having been approved and adopted separately by the Boards of Directors and by the stockholders of each corporate party thereto in accordance with the provisions of the Florida Business Corporation Act of the State of Florida by Written Consent of the Directors and Stockholders of each corporate party thereto dated as of the 1<sup>st</sup> day of April, 2016, and having been executed by the managers and members of LLC FL, and having been approved and adopted by the managers and members of LLC FL in accordance with the provisions of the Florida Revised Limited Liability Act by Written Consent of the managers and members of LLC FL dated as of the 1<sup>st</sup> day of April, 2016, do now hereby execute the said Articles, Certificate and Plan of Merger, by the authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations as of

the 4<sup>th</sup> day of April, 2016, and by the authority of the managers and members thereof, as the respective act, deed and agreement of LLC FL as of the 4<sup>th</sup> day of April, 2016.

New Continental, Inc., a Florida corporation

by: Christiana Richards  
Christiana Richards, President

Anthura U.S.A., LLC, a Florida limited liability company

by: Christiana Richards  
Christiana Richards, Manager and Member

by: Kerry Richards  
Kerry Richards, Member

by: Kenneth Richards  
Kenneth Richards, Manager and Member

by: Stacy Richards Hutchcraft  
Stacy Richards Hutchcraft, Member

by: Siu Ling Lim  
Siu Ling Lim, Member

by: Michelle Lim  
Michelle Lim, Member

by: Benjamin Lim  
Benjamin Lim, Member

Chris & Chris Investments, Inc.  
a Florida corporation

by: Christiana Richards  
Christiana Richards, President