

M97775

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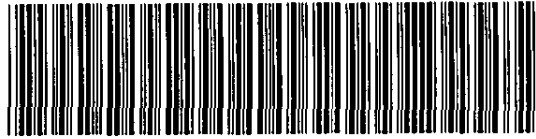
(Business Entity Name)

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FILED
2016 DEC 29 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FL 32399

PA 600006996K
1-3M

ARTICLES OF MERGER

OF

GALLOWAY MEDICAL PARK CORP., a Florida corporation

WITH & INTO

ALLCONCEPT, INC., a Florida corporation

FILED
2016 DEC 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1104 of the Florida Business Corporation Act, GALLOWAY MEDICAL PARK CORP., a Florida corporation having document number P96000069461 ("GMP") and ALLCONCEPT, INC., a Florida corporation having document number M97775 (the "Survivor") adopt the following Articles of Merger for the purpose of merging GMP with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was duly adopted by the shareholders of the Survivor on December 27, 2016.

THIRD: The Plan of Merger was duly adopted by the shareholders of GMP on December 27, 2016. The sole shareholder of Investments is the Survivor.

FOURTH: The merger shall become effective on January 1, 2017.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 27 day of December, 2016.

GALLOWAY MEDICAL PARK CORP., a Florida corporation

BY: Lidia Cartaya
LIDIA CARTAYA, Vice-President

ALLCONCEPT, INC., a Florida corporation

BY: Lidia Cartaya
LIDIA CARTAYA, Vice-President

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR OF
GALLOWAY MEDICAL PARK CORP. a Florida corporation**

The undersigned, being the sole shareholder and sole director of GALLOWAY MEDICAL PARK CORP., a corporation duly organized and existing under and by virtue of the laws of the State of Florida (the "Company"); hereby ratifies, consents to and approves the following written consent in lieu of a meeting:

WHEREAS, the Company is a subsidiary of ALLCONCEPT, INC., a Florida corporation ("Allconcept"), and Allconcept is the 100% owner of the shares of the Company;

WHEREAS, to the Company desires to merge itself into its parent company, Allconcept.

THEREFORE, BE IT RESOLVED, that the sole director and sole shareholder hereby confirms that the Company shall be merged into Allconcept.

FURTHER, BE IT RESOLVED, that Lidia Cartaya, as the sole Vice-President of the Company, is hereby authorized to execute any and all assignments, contracts, closing statements and other documents as may be necessary in order to carry out the foregoing resolutions; and

FURTHER, BE IT RESOLVED, that the Secretary is instructed to update the Minute Book of the Company in accordance with these Resolutions.

IN WITNESS WHEREOF, the undersigned, has duly executed this Written Consent on this 28 day of December, 2016.

EFFECTIVE DATE: January 1, 2017

SOLE DIRECTOR:

GERTI BUCKREUS

SOLE SHAREHOLDER:

ALLCONCEPT, INC., a Florida corporation

By: Lidia Cartaya
LIDIA CARTAYA, Vice-President

Exhibit A

PLAN OF MERGER

BETWEEN

GALLOWAY MEDICAL PARK CORP., a Florida corporation

AND

ALLCONCEPT, INC., a Florida corporation

Pursuant to the provisions of §607.1104 of the Florida Business Corporation Act, GALLOWAY MEDICAL PARK CORP., a Florida corporation ("GMP") and ALLCONCEPT, INC., a Florida corporation ("ALLCONCEPT" or the "Survivor") adopt the following Plan of Merger for the purpose of merging GMP with and into ALLCONCEPT.

Whereas, the Boards of Directors of the respective Corporations deem it desirable and in the best interest of the Corporations and their shareholders that GMP be merged into ALLCONCEPT.

Whereas, GMP is a subsidiary of ALLCONCEPT, as parent.

Whereas, ALLCONCEPT is the 100% owner of the shares of GMP.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the merging Corporations agree, pursuant to §607.1104 of the Florida Business Corporation Act, that GMP shall be merged into ALLCONCEPT as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of GMP into shares or other securities of ALLCONCEPT, as set forth below.

I. ALLCONCEPT, Inc., to be Surviving Corporation

GMP shall be merged into ALLCONCEPT and the corporate existence of GMP shall cease and the corporate existence of ALLCONCEPT shall continue under the name ALLCONCEPT, INC., and ALLCONCEPT shall become the owner, without other transfer, of all the rights and property of GMP, and ALLCONCEPT shall become subject to all the debts and liabilities of GMP in the same manner as if ALLCONCEPT had itself incurred them.

II. Principal Office

The principal office of ALLCONCEPT shall remain the principal office of the Corporation following this merger.

III. Articles of Incorporation

The Articles of Incorporation of ALLCONCEPT, as amended, shall continue to be its Articles of Incorporation following the effective date of the merger.

IV. Bylaws

The present Bylaws of ALLCONCEPT, insofar as not inconsistent with this Merger Agreement, shall be the bylaws of the Corporation following the merger until altered, amended, or repealed as currently provided in the Bylaws.

V. Names and Addresses of Directors

The names and addresses of the persons who shall constitute the Board of Directors of ALLCONCEPT, following merger, and who shall hold office until the first annual meeting of the shareholders of ALLCONCEPT following merger, remain the same.

VI. Method of Converting Shares

Since all of the shares of GMP are held by ALLCONCEPT, immediately upon this Agreement of Merger becoming effective, the shares of the GMP shall, without any other action on the part of the respective holders of the shares, become and be converted into shares of stock of ALLCONCEPT.

VII. Extraordinary Transactions

Neither Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

VIII. Submission to Stockholders; Effective Date

This Agreement has been submitted to the stockholders of GMP and ALLCONCEPT in the manner provided by section 607 of the Florida Business Corporation Act, and the votes of stockholders of each such Corporation representing 100% of the total number of shares of its capital stock were in favor of the adoption of this Agreement, and the shareholders agreed that the Merger shall take effect as of January 1, 2017.

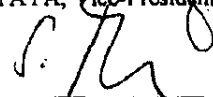
IN WITNESS WHEREOF, this Plan of Merger have been executed on behalf of the parties hereto as of the 28 day of December, 2016.

GALLOWAY MEDICAL PARK CORP., a Florida corporation

BY: 
LIDIA CARTAYA, Vice-President

ALLCONCEPT, INC., a Florida corporation

BY: 
LIDIA CARTAYA, Vice-President


GERTI BUCKREUS, as Sole Director of
GALLOWAY MEDICAL PARK CORP., and as
Sole Director of ALLCONCEPT, INC.

**RATIFICATION OF THE SPECIAL JOINT MEETING OF
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER OF
GALLOWAY MEDICAL PARK CORP.**

We, the undersigned, being the sole director and the sole shareholder of the above named Florida corporation, do hereby ratify, approve and confirm all that has occurred at the above referenced special joint meeting, the minutes which were read, and in furtherance of such ratification, approval, and confirmation, and of our assent to any and all acts, recommendations and resolutions of the said meeting, do hereby sign our names and affix our seal effective this 20 day of December 2016.

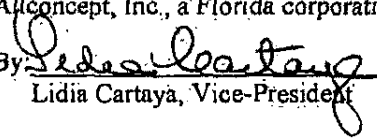
SOLE DIRECTOR:



Gerti Buckreus

SOLE SHAREHOLDER:

Allconcept, Inc., a Florida corporation

By 

Lidia Cartaya, Vice-President

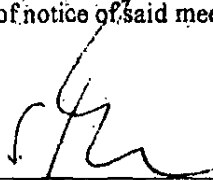
WAIVER OF NOTICE OF A JOINT SPECIAL MEETING
OF SOLE SHAREHOLDER AND SOLE DIRECTOR OF

GALLOWAY MEDICAL PARK CORP.
a Florida Corporation

We do hereby constitute the sole Shareholder and sole Director of the above named company and do hereby waive notice of the special meeting of the shareholder and director of the aforesaid meeting. Furthermore, we hereby agree that said meeting shall be held at 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134 for the following purposes:

1. To effect the merger of the above referenced company into ALLCONCEPT, INC., a Florida corporation, its sole shareholder, effective as of January 1, 2017.
2. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

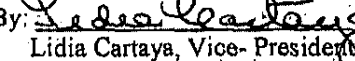
We I do hereby affix our names to show our waiver of notice of said meeting on this 28 day of December, 2016.



Gerti Buckreus, as Sole Director

SOLE SHAREHOLDER:

ALLCONCEPT, INC,
a Florida corporation

By: 

Lidia Cartaya, Vice- President

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR OF
ALLCONCEPT, INC., a Florida corporation**

The undersigned, being the sole shareholder and sole director of ALLCONCEPT, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Florida (the "Company"), hereby ratifies, consents to and approves the following written consent in lieu of a meeting:

WHEREAS, the Company is the parent of GALLOWAY MEDICAL PARK CORP, a Florida corporation ("GMP"), GALLOWAY MEDICAL PARK II, CORP, a Florida corporation ("GMP II"), UPSIDE, INC, a Florida corporation, ("UPSIDE"), and INVESTMENTS OF AMERICA NO. 1, INC, a Florida corporation ("INVESTMENTS"), being the 100% owner of the shares of GMP, GMP II, Upside and Investments;

WHEREAS, the Company wishes to merge GMP, GMP II, Upside and Investments into the Company effective as of January 1, 2017;

THEREFORE BE IT RESOLVED, the sole director and sole shareholder hereby confirm that the Company shall absorb S&K, by having it merge into the Company.

FURTHER, BE IT RESOLVED, that Lidia Cartaya, as the sole Vice-President of the Company, is hereby authorized to execute any and all assignments, contracts, closing, statements and other documents as may be necessary in order to carry out the foregoing resolutions; and

FURTHER, BE IT RESOLVED, that the Secretary is instructed to update the Minute Book of the Company in accordance with these Resolutions.

IN WITNESS WHEREOF, the undersigned, has duly executed this Written Consent on this 28 day of December, 2016.

EFFECTIVE DATE: December 28, 2016

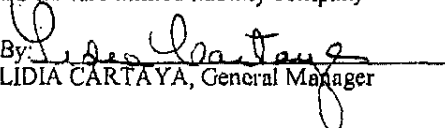
SOLE DIRECTOR:



GERTI BUCKREUS

SOLE SHARHOLDER:

U.S. GENERAL PARTNERS LLC,
a Delaware limited liability company


By: 

LIDIA CARTAYA, General Manager

**RATIFICATION OF THE SPECIAL JOINT MEETING OF
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER OF
ALLCONCEPT, INC.**

We, the undersigned, being the sole director and the sole shareholder of the above named Florida corporation, do hereby ratify, approve and confirm all that has occurred at the above referenced special joint meeting, the minutes which were read, and in furtherance of such ratification, approval, and confirmation, and of our assent to any and all acts, recommendations and resolutions of the said meeting, do hereby sign our names and affix our seal effective this 28 day of December, 2016.

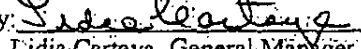
SOLE DIRECTOR:



Gerti Buckreus

SOLE SHAREHOLDER:

U.S. General Partners LLC,
a Delaware limited liability company.

By: 

Lidia Cartaya, General Manager

WAIVER OF NOTICE OF A JOINT SPECIAL MEETING
OF SOLE SHAREHOLDER AND SOLE DIRECTOR OF

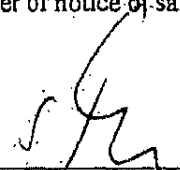
ALLCONCEPT, INC.
a Florida Corporation

We do hereby constitute the sole Shareholder and sole Director of the above named company and do hereby waive notice of the special meeting of the shareholder and director of the aforesaid meeting. Furthermore, we hereby agree that said meeting shall be held at 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134 for the following purposes:

1. To effect the merger of UPSIDE, INC., GALLOWAY MEDICAL PARK CORP., GALLOWAY MEDICAL PARK II CORP., and INVESTMENTS OF AMERICA NO. 1, INC. into ALLCONCEPT, INC. effective as of January 1, 2017.

2. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

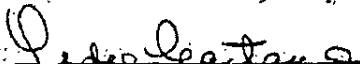
We I do hereby affix our names to show our waiver of notice of said meeting on this 28 day of December, 2016.



Gerti Buckreis, as Sole Director

SOLE SHAREHOLDER:

U.S. GENERAL PARTNERS LLC,
a Delaware limited liability company

By: 
Lidia Cartaya, General Manager