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Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
ADOLFO DOMINGUEZ USA, INC.**

\*\*\*FILE SECOND\*\*\*

Certificate of Status	0
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SECOND\*\*\*\*\*

\*\*\*\*\*PLEASE FILE SECOND. FILE AFTER THE MERGER FOR ADUSA FLORIDA, LLC, WHICH MERGED ADUSA MERRICK PARK, LLC, ADUSA MIAMI, LLC, & ADUSA BOCA RATON, LLC MERGING INTO ADUSA FLORIDA, LLC\*\*\*\*\*

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merger 7/12/18

**ARTICLES OF MERGER**

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Section 605.1022 and 605.1025 of the Florida Revised Limited Liability Company Act and the provisions of Section 607 of the Florida Business Corporation Act.

**FIRST: THE SURVIVING PARTY**

The exact name, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u> ✓
ADOLFO DOMINGUEZ USA, INC. Florida Document Registration Number: P00000084640	Florida	Corporation

**SECOND: THE MERGING PARTY**

The exact name, jurisdiction, and entity type for the merging company (the "Merging Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u> ✓
ADUSA FLORIDA, LLC Florida Document Registration Number: L15000012872	Florida	LLC

**THIRD:** The Plan of Merger is attached hereto.

**FOURTH:** The merger shall become effective on the date and at the time that the Articles of Merger are filed with the Florida Department of State. At the effective time of the merger, the Merging Company shall be merged with and into the Surviving Corporation.

**FIFTH:** In accordance with Section 605 of the Florida Statutes, the attached Plan of Merger was approved and adopted by the sole member and all of the managers of the Merging Company on July 11, 2018.

**SIXTH:** In accordance with Section 605 of the Florida Statutes, the attached Plan of Merger was approved and adopted by the directors and the sole shareholder of the Surviving Corporation on July 11, 2018.

**SEVENTH:** The Surviving Corporation agrees to pay any members of the Merging Company with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061 - 605.1072, Florida Statutes.

IN WITNESS WHEREOF, the duly authorized signatory of the Surviving Corporation and the Merging Company have executed these Articles of Merger as of the date first written above.

**SURVIVING CORPORATION:**

Adolfo Domínguez USA, Inc., a Florida corporation

By: 

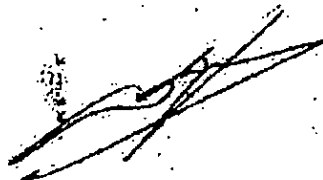
Name: Modesto Esquivias García  
Title: Manager

**MERGING COMPANY:**

ADUSA Florida, LLC, a Florida limited liability company

By: \_\_\_\_\_

Name: Adolfo Domínguez Fernández  
Title: Manager



**PLAN OF MERGER**

This Plan of Merger (the "Plan") has been adopted and approved on the 11th day of July, 2018, by the parties hereto. It relates to the proposed merger (the "Merger") of Merging Company (defined below), with and into Surviving Corporation (defined below):

**FIRST:** The exact name and jurisdiction of the surviving company (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
ADOLFO DOMINGUEZ USA, INC.	Florida

**SECOND:** The exact name and jurisdiction of the merging company (the "Merging Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
ADUSA FLORIDA, LLC	Florida

**THIRD: THE MERGER**

1. **Merger.** Upon the filing of Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective (the "Effective Time"). At the Effective Time of the Merger, the corporate existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLCA"). Following the Effective Time of the Merger: (i) the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Corporation, (iii) all and every other property and interest of the Merging Company shall be the property and interest of the Surviving Corporation to the same extent of the Merging Company, and (iv) all debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Corporation and such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. **Articles of Incorporation.** After the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. **Bylaws.** At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. Directors. At the Effective Time, the Directors of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain the Directors of the Surviving Corporation, until their earlier death, resignation or removal.

5. Officers. At the Effective Time, the officers of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain as the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

6. Manner and Basis of Converting Equity Securities.

(i) At the Effective Time, the outstanding equity securities of the Merging Company and the Surviving Corporation shall be converted as follows:

(a) All of the membership interests of the Merging Company that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be automatically cancelled and retired and shall cease to exist, and no shares of common stock of the Surviving Company or other property will be issued in exchange therefor.

(b) All shares of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

**FOURTH: APPROVAL**

The Merger contemplated by this Plan has been adopted and approved by the sole Member and all of the managers of the Merging Company and by the Directors and the sole Shareholder of the Surviving Corporation, by written consent dated July 11, 2018.

**FIFTH: GOVERNING LAW**

This Plan shall be construed in accordance with Florida law.

*(Signatures on following page)*

**IN WITNESS WHEREOF**, the parties have executed and delivered this Plan of Merger  
as of the date and year first above written.

**SURVIVING COMPANY:**

**Adolfo Dominguez USA, Inc., a Florida  
corporation**

By: 

Name: **Modesto Eusquinos Garcia**  
Title: **Manager**

**MERGING COMPANY:**

**ADUSA Florida, LLC; a Florida limited liability  
company**

By: 

Name: **Adolfo Dominguez Fernandez**  
Title: **Manager**