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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : GREENBERG TRAUIG CONSULTING, INC. -ACCOUNT 2
Account Number : I20170000046
Phone : (305)579-7765
Fax Number : (305)961-5774

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Email Address: heckerts@gtlaw.com

MERGER OR SHARE EXCHANGE
MGT Financial Resources, Inc.

| | |
|-----------------------|---------|
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ARTICLES OF MERGER
FOR
FLORIDA CORPORATION

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------|---------------------|---------------------------|
| Sierra Mesa Inc. | Florida | Corporation - P22 - 93172 |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------------|---------------------|----------------------------|
| MGT Financial Resources, Inc. | Florida | Corporation - P01 - 120889 |

THIRD: The attached Plan of Merger was adopted by the shareholders and the sole director of the surviving corporation on December 29, 2022.

FOURTH: The attached Plan of Merger was adopted by the sole shareholder and the sole director of the merging corporation on December 29, 2022.

FIFTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

SIXTH: The merger is to become effective on December 31, 2022.

SEVENTH: The Plan of Merger is on file at 16690 Collins Avenue, Suite 1004, Sunny Isles Beach, FL 33160, the office of the surviving corporation.

EIGHTH: A copy of the Plan of Merger will be furnished by the surviving corporation upon request, without cost, to any member of the merging and surviving corporation.

SIGNATURE PAGE FOLLOWS

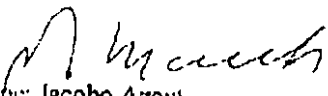
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IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by all of the members of the Board of Directors on this 29th day of December 2022.

SIERRA MESA INC.

By: 
Name: Gilda Azout
Title: Director

MGT FINANCIAL RESOURCES, INC.

By: 
Name: Jacobo Azout
Title: President

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EXHIBIT I
PLAN OF MERGER

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PLAN OF MERGER

The following plan of merger (the "Plan of Merger") is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act.

First: The name and jurisdiction of the **surviving** Corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------------|---------------------|
| MGT Financial Resources, Inc. | Florida |

Second: The name and jurisdiction of the **merging** Corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------|---------------------|
| Sierra Mesa Inc. | Florida |

Third: The terms and conditions of the merger are as follows:

1. The constituent entities, MGT Financial Resources, Inc., a Florida corporation (the "Surviving Corporation") and Sierra Mesa Inc., a Florida corporation (the "Merging Corporation"), shall, pursuant to the applicable provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, the Surviving Corporation. On December 31, 2022 (the "Effective Date"), the Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act and the separate existence of the Merging Corporation shall cease in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation and the Bylaws of the Surviving Corporation upon the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. Upon the Effective Date, the Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Surviving Corporation and the Merging Corporation, and all obligations belonging to or due to each of the Surviving Corporation and the Merging Corporation, all of which shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all the obligations of the Surviving Corporation and the Merging Corporation; any claim existing, or action or proceeding pending, by or against the Surviving Corporation and the Merging Corporation, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors of each of the Surviving Corporation and the Merging Corporation shall be preserved unimpaired.

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4. The officers and directors in office of the Surviving Corporation upon the Effective Date shall continue to be the officers and directors of the Surviving Corporation, whom shall hold their position until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. The Directors of the Surviving Corporation and the Directors of the Merging Corporation are authorized to amend this Plan Merger at any time prior to the Effective Date, subject to the limitations set forth in the Florida Business Corporation Act.

6. The Plan of Merger herein made and adopted shall be submitted to the shareholder of the Merging Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Merging Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by Section 607.1105 of the Florida Business Corporation Act.

7. In the event that this Plan of Merger shall have been approved by the shareholder of the Merging Corporation and the shareholders of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending this Plan of Merger.

8. The Director and the proper officers of the Merging Corporation and the Director and the proper officers of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. At any time before the Effective Date, this Plan of Merger may be terminated and the merger may be abandoned for any reason whatsoever by the Director of the Merging Corporation or the Director of the Surviving Corporation, or by both, by the adoption of appropriate resolutions and written notification thereof to the other party to the merger, notwithstanding the approval of this Plan of Merger by the shareholder of the Merging Corporation or by the shareholders of the Surviving Corporation, or both. In the event of the termination of this Plan of Merger and the abandonment of the merger pursuant to the provisions of this section, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the constituent entities or their respective officers, directors, or shareholders in respect thereof, pursuant to the Florida Business Corporation Act.

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Fourth: The number of issued and outstanding shares of the Merging Corporation is One Thousand (1,000), of par value US\$0.01 per share, all of which are one class and are common shares, and all of which are entitled to vote on the merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of the Merging Corporation. The total number of issued and outstanding shares of the Surviving Corporation is Ten Thousand and One Hundred (10,100). One Hundred (100) of such shares are shares of Voting Common Stock, par value \$0.01 per share. Ten Thousand (10,000) of such shares are shares of Non-Voting Common Stock, par value \$0.01 per share, which are not entitled to vote on the merger. Pursuant to the merger, each share of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive new validly issued, fully paid and non-assessable shares of Voting Common Stock and Non-Voting Common Stock of the Surviving Corporation such that, following the Effective Date, the shareholder of the Merging Corporation holds the same number of shares of Voting Common Stock and of Non-Voting Common Stock of the Surviving Corporation as were held by the Merging Corporation immediately prior to the Effective Date. The issued shares of the Merging Corporation and the issued shares of the Surviving Corporation held by the Merging Corporation immediately prior to the Effective Date shall, upon the Effective Date, be surrendered and cancelled. The issued and outstanding shares of Voting Common Stock and of Non-Voting Common Stock of the Surviving Corporation not held by the Merging Corporation immediately prior to the Effective Date shall remain outstanding following the Effective Date.

Fifth: The merger is permitted by the laws of the State of Florida, under which the Merging Corporation and the Surviving Corporation are formed, and the Merging Corporation and the Surviving Corporation are in compliance with such laws in effecting the merger.

Sixth: This Plan of Merger was approved, authorized, ratified and consented by a unanimous written consent of the sole shareholder and the sole director of the Merging Corporation on the 29th day of December, 2022, and by a unanimous written consent of the shareholders and the sole director of the Surviving Company on the 29th day of December, 2022.

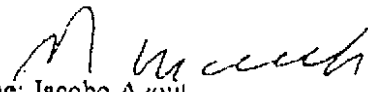
This Plan of Merger may be executed in counterparts which when taken together shall constitute one instrument.

SIGNATURE PAGE FOLLOWS

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IN WITNESS WHEREOF, each of the undersigned entities has caused this Plan of Merger to be signed in their names by their duly authorized directors as of this 29th day of December 2022.

MGT FINANCIAL RESOURCES, INC.

By: 
Name: Jacobo Azoul
Title: President

SIERRA MESA INC.

By: 
Name: Gilda Azoul
Title: Director