

P03000158297

Division of Corporations

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**MERGER OR SHARE EXCHANGE
SCHILLER AMERICA, INC.**

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ARTICLES OF MERGER
OF
SCHILLER LATIN AMERICA, INC.
a Florida corporation
INTO
SCHILLER AMERICA, INC.
a Florida corporation

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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105, F.S.

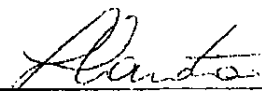
- FIRST: The name and jurisdiction of the surviving corporation is: Schiller America, Inc., a Florida corporation (the "Surviving Corporation").
- SECOND: The name and jurisdiction of the merging corporation is: Schiller Latin America, Inc., a Florida corporation (the "Merged Corporation").
- THIRD: The Plan of Merger (the "Plan") is attached hereto as Exhibit A.
- FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
- FIFTH: The Plan was approved and adopted by the board of directors and the stockholders of the Surviving Corporation as of October 1, 2015, in accordance with the requirements of Section 607.1101 of the Act.
- SIXTH: The Plan was approved and adopted by the board of directors and the stockholders of the Merged Corporation as of October 1, 2015, in accordance with the requirements of Section 607.1101 of the Act.

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The undersigned officers of the Surviving Corporation and the Merged Corporation
declare that the facts herein stated are true as of October 1, 2015.


SCHILLER AMERICA, INC.

P03000158297

By: 
Name: LINDA CAROTA
Title: PRESIDENT

SCHILLER LATIN AMERICA, INC.

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By:  09/29/15
Name: FRANCESCO IACONA
Title: CEO

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of October 1, 2015, is entered into by and between SCHILLER LATIN AMERICA, INC., a Florida corporation (the "Merged Company"), and SCHILLER AMERICA, INC., a Florida corporation (the "Surviving Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the shareholders and the directors of the Merged Company and the Surviving Company have determined that it would be in the best interest of each such company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Section 607.1101 of the Florida Business Corporation Act (the "Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger (as defined below) are filed with the Department of State of the State of Florida (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company.

4.1 Upon the Effective Date: (a) except as provided in Section 4.2 below, the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as the by-laws of the Surviving

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Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall be as follows:

Linda Carota – President

Francesco Iacona – CEO / General Manager

Vanessa Rojas – Secretary & Treasurer / Director

4.2 Article I of the articles of incorporation of the Surviving Company shall be amended to change the name of the corporation to “Schiller Americas, Inc.”

5. Conversion of Shares.

5.1 Upon the Effective Date, (a) each share of the common stock of the Merged Company, issued in the name of the Surviving Company, shall be cancelled, (b) the shares of the Merged Company's common stock, issued in the name of Francesco Iacona, shall be converted into 200 shares of the Surviving Company's common stock, and (c) the shares of the Surviving Company's common stock, issued in the name of Schiller AG, shall be converted into 800 shares of the Surviving Company's common stock, in each case without any action on the part of the holders thereof.

5.2 Upon the Effective Date, all shares of common stock of the Surviving Company issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Filing with the Florida Secretary of State. Effective October 1, 2015, the Surviving Company and the Merged Company shall cause their respective officers to execute the Articles of Merger in the form attached to this Plan of Merger (the “Articles of Merger”); and upon their execution of the Articles of Merger, this Plan of Merger shall become an exhibit to the Articles of Merger and shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereafter, the Articles of Merger shall be delivered for filing with the Department of State of the State of Florida.

8. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

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9. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document. Fax or electronic signatures on this document shall have the same force and effect as original signatures.

10. IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

THE MERGED COMPANY:

SCHILLER LATIN AMERICA, INC.

By: Name: FRANCESCO LICONATitle: CEO**THE SURVIVING COMPANY:**

SCHILLER AMERICA, INC.

By: Name: LINDA CAROTATitle: PRESIDENT