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TALLAHASSEE, FLORIDA

APR 28 2017
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Thank you!

ARTICLES OF MERGER

MELFOR, INC.

(a Florida corporation)

WITH AND INTO

OKEELANTA CORPORATION

(a Delaware corporation)

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Pursuant to the provisions of 607.1105 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

ARTICLE I

Name of Surviving and Merging Corporation

The names and states of incorporation of the corporations that are parties to the merger (the "Merger"), are:

Name:
Melfor, Inc.
Okeelanta Corporation

State of Incorporation:
Florida
Delaware

Okeelanta Corporation shall be the surviving corporation.

ARTICLE II

Plan of Merger

The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

ARTICLE III

Approval of the Plan of Merger

The Plan of Merger was adopted by the Board of Directors of Melfor, Inc. on April 24, 2017 and shareholder approval was not required.


The Plan of Merger was adopted by the Board of Directors of Okeelanta Corporation on April 24, 2017 and shareholder approval was not required.

ARTICLE IV
Effective Date of the Merger

These Articles of Merger shall become effective on April 28, 2017.

Dated this 24 day of April 2017.

MELFOR, INC., a Florida corporation

By: 

Name: Armando A. Tabernilla

Title: Vice President

**OKEELANTA CORPORATION, a
Delaware corporation**

By: 

Name: Armando A. Tabernilla

Title: Vice President

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EXHIBIT A
"AGREEMENT AND PLAN OF MERGER
OF
MELFOR, INC.
a Florida Corporation
INTO
OKEELANTA CORPORATION,
a Delaware Corporation

17 APR 27 PM 3:28
STATE OF FLORIDA
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is entered into as of the 24th day of April, 2017 by and between MELFOR, INC., a Florida corporation (the "Merging Corporation"), and OKEELANTA CORPORATION, a Delaware corporation (the "Surviving Corporation").

W I T N E S S E T H:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, the laws of the State of Florida and the State of Delaware permit a merger of a Florida corporation with and into a Delaware corporation;

WHEREAS the Surviving Corporation is the owner of all issued and outstanding shares of the Merging Corporation's Common Stock; and

WHEREAS, the Board of Directors of the Merging Corporation and Surviving Corporation each deem it advisable and in the best interest in each case, that the Merging Corporation merge with and into the Surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this Plan of Merger, and in order to consummate this transaction described above, the Merging Corporation and the Surviving Corporation agree as follows:

1. The Merging Corporation and the Surviving Corporation agree that the Merging Corporation shall be merged into the Surviving Corporation, upon the terms and conditions of this Plan of Merger, and that the Surviving Corporation shall continue under the laws of the State of Delaware as the surviving corporation and they further agree as follows:

a. The Certificate of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation.

b. The Bylaws of the Surviving Corporation in effect on the Effective Date shall be the Bylaws of the Surviving Corporation.

c. The officers and Board of Directors of the Surviving Corporation shall be the officers and Board of Directors of the Surviving Corporation on the Effective Date.

2. The Plan of Merger does not require the consent of the shareholder of the Merging Corporation as the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

3. The effective date for all purposes herein of the merger of the Merging Corporation with and into the Surviving Corporation shall be April 28, 2017 (the "Effective Date" of the merger).

4. On the Effective date, (i) each issued and outstanding share of the Surviving Corporation's Common Stock shall remain issued and outstanding and in all respects shall be unchanged; and (ii) each issued and outstanding share of the Merging Corporation's Common Stock shall be cancelled.

5. On the Effective Date, the transfer books of the Merging Corporation shall be closed and no transfer of shares of common stock shall be made or consummated thereafter.

6. Prior to and on the Effective Date, the Merging Corporation and Surviving Corporation shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Corporation shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights, privileges and franchises of the Merging Corporation, the officers and directors of the Merging Corporation shall execute and deliver all instruments and take all action the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Plan of Merger.

7. On and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of the Merging Corporation; all debts due to the Merging Corporation of whatever account shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers, and franchises, of every other interest of either of the entities shall be effectively the property of the Surviving Corporation; the title to any real estate vested by deed or otherwise vested in the Merging Corporation shall not revert or be in any way impaired, by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either Corporation shall be reserved unimpaired, limited in lien to the property affected by such lien as of the effective date; all debts, liabilities, and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

8. The principal office of the Surviving Corporation shall be One North Clematis Street, Suite 200, West Palm Beach, Florida 33401.

9. This Plan of Merger embodies the entire Plan of Merger between the parties with respect to subject matter hereof. There have not been and there are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Plan of Merger.

10. This Plan of Merger shall inure to the benefit of and be binding upon the Merging Corporation and the Surviving Corporation and their respective successors and assigns; nothing in this Plan of Merger, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Plan of Merger.

11. This Plan of Merger may be executed in one or more counterparts, all of which together shall constitute the same document, and facsimile signatures shall have the same effect as original signatures."