

Division of Corporations

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# P05000122478

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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### MERGER OR SHARE EXCHANGE

Sodexo Pass USA, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

EFFECTIVE DATE  
8-31-15

JUL 24 2015  
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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sodexo Pass USA, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Vivaboxes US, Inc.</u>	<u>Florida</u>	<u>P05000122478</u>

**EFFECTIVE DATE**  
8-31-15

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 08 / 31 / 2015 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 7, 2015

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 7, 2015

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Sodexo Pass USA, Inc.



Scott Robins, Corporate Secretary

Vivaboxes US, Inc.



Scott Robins, Corporate Secretary



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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
The Articles of Incorporation of Sodexo Pass USA, Inc. in effect immediately prior to the effective date of the merger shall be the articles of incorporation of the surviving entity.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:  
See attached Agreement and Plan of Merger.

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of May 7, 2015 is entered into by Sodexo Pass USA, Inc., a Delaware corporation ("Sodexo Pass"), and Vivaboxes US, Inc., a Florida corporation ("Vivaboxes US").

WHEREAS, in connection with an internal reorganization of certain direct and indirect subsidiaries of Sodexo SA, Vivaboxes US desires to merge with and into Sodexo Pass, with Sodexo Pass as the surviving company.

NOW, THEREFORE, the parties hereto agree as follows:

**ARTICLE 1  
THE MERGER**

**Section 1.01. The Merger.**

(a) At the Effective Time (as defined below), Vivaboxes US shall be merged with and into Sodexo Pass (the "Merger") in accordance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA") and in accordance with the terms and conditions hereof, whereupon the separate existence of Vivaboxes US shall cease, and Sodexo Pass shall be the surviving company (the surviving company referred to herein as "New Sodexo Pass").

(b) Vivaboxes US shall file articles of merger with the Department of State of the State of Florida and make all other filings or recordings required by the FBCA in connection with the Merger.

(c) Sodexo Pass shall file a certificate of merger with the Secretary of State of the State of Delaware and make all other filings or recordings required by the DGCL in connection with the Merger.

(d) The Merger shall become effective at such time (the "Effective Time") as the certificate of merger is duly filed with the Delaware Secretary of State and the articles of merger are filed with the Department of State of the State of Florida (or at such later time as may be specified in the certificate of merger and articles of merger).

(e) From and after the Effective Time, New Sodexo Pass shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of Sodexo Pass and Vivaboxes US, all as provided under the DGCL and the FBCA.

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Section 1.02. *Shares.* At the Effective Time,

(a) the shares of common stock, par value \$0.01 per share, of Vivaboxes US issued and outstanding immediately prior to the Effective Time shall be cancelled, and no payment shall be made with respect thereto; and

(b) the shares of common stock, par value \$0.01 per share, of Sodexo Pass issued and outstanding immediately prior to the Effective Time shall remain outstanding and be unaffected by the Merger.

ARTICLE 2  
THE SURVIVING COMPANY

Section 2.01. *Articles of Incorporation.* The articles of incorporation of Sodexo Pass in effect immediately prior to the Effective Time shall be the articles of incorporation of New Sodexo Pass from and after the Effective Time until amended in accordance with applicable law.

ARTICLE 3  
MISCELLANEOUS

Section 3.01. *Successors and Assigns.* The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Section 3.02. *Governing Law.* This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law (except that the Merger shall be governed by the applicable laws of Delaware and Florida).

Section 3.03. *Counterparts.* This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

[signature page follows]

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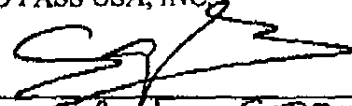
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first written above.


SODEXO PASS USA, INC.

By:

  
Name: Sebastien GODET  
Title: Director

VIVABOXES US, INC.

By:

  
Name: Sebastien de TRAMASURE  
Title: Director