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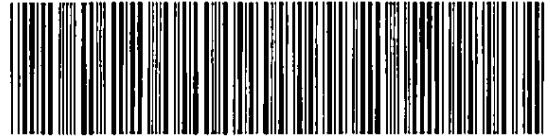
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EFFECTIVE DATE

3/27

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19 MAR 27 PM 4:38

MAR 28 2019

S. YOUNG

FILED
19 MAR 27 AM 9:51
TALLAHASSEE, FLORIDA

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 3/27/2019

Acc#I20160000072

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| Name: | MEDILOGISTICS CORP. /DS HEALTHCARE GROUP INC. |
| Document #: | |
| Order #: | 11568423 |

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| Certified Copy of Arts & Amend: | <input type="checkbox"/> | | |
| Plain Copy: | <input type="checkbox"/> | | |
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| W.P. Verifier _____ |
| Ref# _____ |

Amount: \$ 70.00

Thank you!

ARTICLES OF MERGER
MERGING
MEDILOGISTICS CORP.,
(a Florida Corporation)
WITH AND INTO
DS HEALTHCARE GROUP, INC.
(a Florida Corporation)

FILED
19 MAR 27 AM 9:51
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Title 36, Chapter 607, Part I, Sections 1101 and 1105 of the Florida Business Corporation Act, hereby execute the following Articles of Merger and set forth:

ONE
PLAN OF MERGER

The Plan of Merger, which sets forth the plan of merger of Medilogistics Corp., a Florida corporation (the "Purchaser"), with and into DS Healthcare Group, Inc., a Florida corporation ("Surviving Corporation"), was adopted by each of Surviving Corporation and the Purchaser as of March 27, 2019, and is attached hereto as Exhibit A.

TWO
ARTICLES OF INCORPORATION

The Articles of Incorporation of the Purchaser in effect immediately prior to the effective time of the merger, shall constitute the Articles of Incorporation of Surviving Corporation, and shall continue in full force and effect until further amended in accordance with the Florida Business Corporation Act.

THREE
APPROVAL

The Plan of Merger was approved and adopted by the written consent of the sole shareholder of the Purchaser on March 27, 2019 and by the written consent of holders of a majority of the outstanding shares of common stock of Surviving Corporation on March 27, 2019.

FOUR
EFFECTIVE DATE

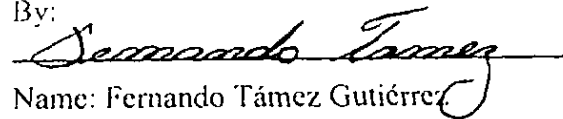
The merger is to become effective at 11:59 p.m. Eastern Time, on March 27, 2019.

The undersigned officers, authorized to act on behalf of the Purchaser and Surviving Corporation, hereby declare that the facts herein stated are true as of March 27, 2019.

SURVIVING CORPORATION:

DS HEALTHCARE GROUP, INC.

By:



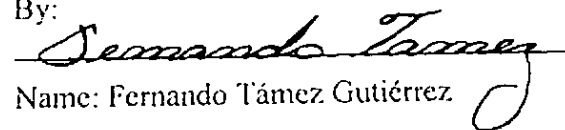
Name: Fernando Tamez Gutierrez

Title: Director

PURCHASER:

MEDILOGISTICS CORP.

By:



Name: Fernando Tamez Gutierrez

Title: Director

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER
OF
DS HEALTHCARE GROUP, INC.,
(a Florida Corporation)

WITH AND INTO

MEDILOGISTICS CORP.
(a Florida Corporation)

March 27, 2019

Subject to the terms and conditions set forth in the Agreement and Plan of Merger, dated as of March 27, 2019 (the "Merger Agreement"), by and among the constituent corporations and the other parties identified therein, and in accordance with the Florida Business Corporation Act, as amended ("Florida Law"), the following sets forth the Plan of Merger (the "Plan") of MediLogistics Corp., a Florida corporation (the "Purchaser") and a wholly owned subsidiary of MediLogistics, LLC, a Delaware limited liability company (the "Parent"), with and into DS Healthcare Group, Inc., a Florida corporation ("Surviving Corporation"), with Surviving Corporation surviving:

1. **The Merger.** The Purchaser shall be merged with and into Surviving Corporation such that Surviving Corporation survives and is the wholly owned subsidiary of Parent (the "Merger") at the time of effectiveness of the Articles of Merger to be filed in the State of Florida (the "Effective Time"). Following the Effective Time, the separate corporate existence of Purchaser shall cease and Surviving Corporation shall continue as the surviving corporation.
2. **The Articles of Incorporation.** The Articles of Incorporation of the Purchaser as currently in effect shall continue to be the Articles of Incorporation of Surviving Corporation at and following the Effective Time.
3. **The Bylaws.** The Bylaws of the Purchaser as currently in effect shall continue to be the Bylaws of Surviving Corporation at and following the Effective Time.
4. **Directors and Officers.** The director(s) of Surviving Corporation immediately prior to the Effective Time shall be the director(s) of Surviving Corporation, each to hold office until their respective successors are duly elected or appointed and qualified. The officers of Surviving Corporation immediately prior to the Effective Time shall be the officers of Surviving Corporation, until their respective successors are duly appointed.
5. **Effect on Capital Stock.** As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of the outstanding capital stock of Surviving Corporation or Purchaser:

(a) *Surviving Corporation.* Each share of common stock, par value \$0.001 per share, of Surviving Corporation (the "Common Stock") (other than Dissenting Shares and Cancelled Shares (each defined below)) issued and outstanding immediately prior to the Effective Time

shall be converted into the right to receive cash in an amount equal to \$0.07 without interest, less any applicable withholding taxes.

(b) *Cancelled Shares.* Any shares of Common Stock then held by Surviving Corporation, Purchaser, or any direct or indirect parent or wholly-owned subsidiary of Surviving Corporation, will be canceled and retired and will cease to exist, and no consideration will be delivered in exchange for such shares (the "Cancelled Shares").

(c) *Purchaser.* Each share of the common stock of Purchaser then outstanding shall be converted into one share of Common Stock.

(d) *Dissenting Shares.*

(i) Any share of Common Stock that is issued and outstanding immediately prior to the Effective Time and which is held by a shareholder who has properly exercised his, her or its appraisal rights under Florida Law (such share being a "Dissenting Share", and such shareholder being a "Dissenting Shareholder"), shall not be converted into the right to receive the consideration to which the holder of such share would be entitled, but rather shall be converted into the right to receive such consideration as may be determined to be due with respect to such Dissenting Share pursuant to Florida Law. If any Dissenting Shareholder fails to perfect such shareholder's appraisal rights under Florida Law, or effectively withdraws or otherwise loses such rights with respect to any Dissenting Shares, such Dissenting Shares shall thereupon automatically be converted into the right to receive the applicable amounts provided in this Section 5.

(ii) At the Effective Time, the Dissenting Shares shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each holder of Dissenting Shares shall cease to have any rights with respect thereto, except the right to receive the fair value of such shares in accordance with the provisions of Section 607.1301 et seq. of Florida Law. If any holder of Dissenting Shares effectively withdraws or loses (through failure to perfect or otherwise) such holder's appraisal rights under Section 607.1301 et seq. of Florida Law, or a court of competent jurisdiction determines that such holder is not entitled to relief provided under Section 607.1301 et seq. of Florida Law, then, as of the later of the Effective Time and the occurrence of such event, such holder's shares of Common Stock shall automatically be converted into and represent only the right to receive the consideration for Common Stock set forth in this Section 5, without interest, and at such times and subject to such conditions as are set forth in this Section 5.

6. Termination. Notwithstanding the approval of this Plan by the shareholder of the Purchaser, this Plan shall terminate automatically in the event that the Merger Agreement is terminated according to its terms. In the event of the termination of this Plan as provided in the preceding sentence, this Plan shall automatically become void and there shall be no liability on the part of Surviving Corporation, the Purchaser, the other parties to the Merger Agreement, as identified therein, or their respective officers or directors, as applicable, except as otherwise provided in the Merger Agreement.