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MERGER OR SHARE EXCHANGE
Headway Enterprises, Inc.

Certificate of Status	0
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**ARTICLES OF MERGER BETWEEN
HEADWAY ENTERPRISES, INC.
AND
ST. AUGUSTINE PARASAIL, INC.**

Pursuant to Section 607.1105, Florida Statutes, the following Articles of Merger are submitted to merge Headway Enterprises, Inc., a Florida Corporation ("Headway"), and St. Augustin Parasail, Inc., a Florida corporation ("Parasail"), the former of which is to survive the merger.

**ARTICLE I
MERGING CORPORATION**

The exact name, jurisdiction, entity type and document number for each of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
St. Augustine Parasail, Inc.	FL	P16000071272	Corporation

**ARTICLE II
SURVIVING CORPORATION**

The exact name, jurisdiction, entity type, and document number for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Headway Enterprises, Inc.	FL	P08000020599	Corporation

**ARTICLE III
PLAN OF MERGER**

The Plan of Merger is attached and was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, Florida Statutes.

**ARTICLE IV
EFFECTIVE DATE**

The merger shall become effective as of December 31, 2018.

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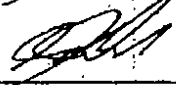
ADOPTION OF PLAN OF MERGER BY MERGING CORPORATION

All shareholders of Parasail entitled to vote on the plan of merger have approved the plan of merger. The plan of merger was adopted by the shareholders of Parasail on December 22, 2018.

ARTICLE VI**ADOPTION OF PLAN OF MERGER BY SURVIVING CORPORATION**

All shareholders of Headway entitled to vote on the plan of merger have approved the plan of merger. The plan of merger was adopted by the shareholders of Headway on December 22, 2018.

ARTICLE VII**SIGNATURE OF EACH CORPORATION/LIMITED LIABILITY COMPANY**

<u>Name of Entity</u>	<u>Signature of an Officer/Manager</u>	<u>Typed/Printed Name & Title</u>
Headway Enterprises, Inc.		Andrew Dado, President
St. Augustine Parasail, Inc.		Andrew Dado, President

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PLAN OF MERGER BETWEEN
HEADWAY ENTERPRISES, INC.,
AND
ST. AUGUSTINE PARASAIL, INC.

The following Plan of Merger, which was adopted and approved by St. Augustine Parasail, Inc., a Florida corporation (the "Merging Entity") and Headway Enterprises, Inc., a Florida corporation (the "Surviving Entity"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name, jurisdiction, and document number for the Merging Entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
St. Augustine Parasail, Inc.	FL	P16000071272

2. The name, jurisdiction, and document number for each of the Surviving Entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Headway Enterprises, Inc.	FL	P08000020599

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Merging Entity shall be merged with and into the Surviving Entity, (ii) the Articles of Incorporation of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Entity, as amended immediately prior to the merger, and (iii) the Federal Employer Identification Number ("FEI") assigned to the Surviving Entity shall remain the FEI used for the Surviving Entity.

4. The manner and basis of converting the shares of Stock in the Merging Entity is as follows: As of the effective date of the merger, all shares of stock in the Merging Entity shall be cancelled and the shares of stock of the Surviving Entity outstanding on the effective date of the merger shall be all of the outstanding shares of stock of the Surviving Entity as of the effective time of the merger.

5. There are no outstanding rights to acquire interests in the Merged Entity.

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