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☐ MAIL

(Business Entity Name)

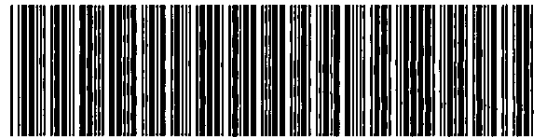
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Merger
APR 27 2017
2 WHITE

17 APR 20 PM 2:18

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ZAPUNTEL, INC.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

CAROLYN C. KAHL

Contact Person

ROCA GONZALEZ, P.A.

Firm/Company

3370 MARY STREET

Address

MIAMI, FLORIDA 33133

City/State and Zip Code

ckahl@rgpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CAROLYN C. KAHL

Name of Contact Person

At (305) 859-6050

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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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)
ZAPUNTEL, INC.	FLORIDA	P08000036084

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
STRATFIELD SERVICES LIMITED	BRITISH VIRGIN ISLANDS	1471354 BVI COMPANY

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 04 / 24 / 2017 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 04/18/2017.

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 04/18/2017.

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)

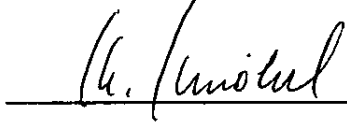
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

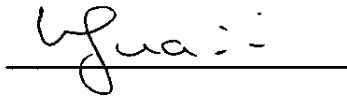
Typed or Printed Name of Individual & Title

ZAPUNTEL, INC.



CHRISTINA SCHOELZEL, PRESIDENT

STRATFIELD SERVICES
LIMITED



MASSIMO GUARINI, AUTHORIZED
SIGNATORY

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

STRATFIELD SERVICES LIMITED

Jurisdiction

BRITISH VIRGIN ISLANDS

The name and jurisdiction of each **subsidiary** corporation:

Name

ZAPUNTEL, INC.

Jurisdiction

FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The subsidiary surviving corporation shall cancel its share certificate issued to the parent disappearing company, and issue share certificates to the members of the parent disappearing company in the same proportions as the members previously held shares in the parent disappearing company.

The stock of the subsidiary surviving corporation is issued to the shareholders/members of the parent disappearing company in exchange for the stock of the parent disappearing company which is cancelled by operation of law.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Members of the parent disappearing company shall become the shareholders of the subsidiary surviving corporation in the same proportions as they previously held the shares of the parent disappearing company.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

A) The Merger is undertaken to unwind and simplify the corporate holding structure into the subsidiary surviving corporation;

B) The Merger is intended as a tax-free type "A" Reorganization, otherwise known as a statutory merger or consolidation in which the parent disappearing company ceases to exist and the parent and subsidiary become one entity by operation of law. Internal Revenue Code ("IRC") §368(a)(1)(A) and corresponding Treasury Regulation ("Reg.") §1.368-2(b)(1)(ii);

C) The subsidiary surviving corporation shall retain its name, officers, directors, principal office, registered agent, and shall continue its operations in substantially its present form;

D) On the effective date, all rights, privileges, immunities, powers and franchises of public or private nature, and all property, real, personal or mixed, as may be applicable, shall be taken and deemed to be transferred, and shall be vested in the subsidiary surviving corporation without further act or deed, and all rights, privileges, immunities, powers and franchises of public or private nature, and all property, real, personal or mixed, already owned and vested in the subsidiary surviving corporation shall remain vested to the subsidiary surviving corporation;

E) The requirements for statutory merger pursuant to the laws of the British Virgin Islands, including but not limited to provisions for service of process and the rights of dissenting members, if any, have been complied with.