

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Beyond Zero, Corp.

Certificate of Status	0
Certified Copy	1
Page Count	05
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Merger CC
@ 6/5/14

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Corporate Filing Menu

Help

(((H14000130100 3)))

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>Beyond Zero, Corp.</u>	<u>Florida</u>	<u>P08000074429</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sherman Global Enterprises, Inc.</u>	<u>Florida</u>	<u>P08000074428</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 ____/____/____ (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 June 2, 2014.

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 June 2, 2014.

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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JUN, 4. 2014 10:30AM

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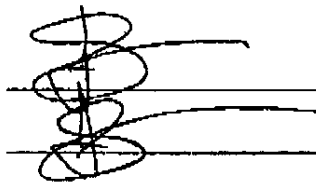
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Beyond Zero, Corp.



Jason S. Sherman, President

Sherman Global

Jason S. Sherman, President

Enterprises, Inc.

((H14000130100 3)))

(((H14000130100 3)))

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made by and between **SHERMAN GLOBAL ENTERPRISES, INC.**, a Florida corporation (the "Merging Entity"), and **BEYOND ZERO, CORP.**, a Florida corporation (the "Surviving Entity"), as approved by the Board of Directors and the shareholders of the Merging Entity and the Surviving Entity:

WITNESSETH:

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

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

WHEREAS, the shareholders of the Merging Entity each hold the same percentage of the issued and outstanding shares of common stock of the Merging Entity as they do of the Surviving Entity;

WHEREAS, the Board of Directors and the shareholders of the Merging Entity and the Surviving Entity believe that the merger of the Merging Entity with and into the Surviving Entity would be advantageous and beneficial to both entities; and

WHEREAS, the Merging Entity and the Surviving Entity have agreed that the Merging Entity shall merge with and into the Surviving Entity upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida.

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

1. The Merging Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act (the "Act") shall be executed by duly authorized officers of the Merging Entity and the Surviving Entity and shall be filed with the Secretary of State of the State of Florida.

3. The Surviving Entity shall continue its existence under the name of "BEYOND ZERO, CORP." pursuant to the provisions of the Act, and all of the property, rights, privileges, powers and franchises of each of the Surviving Entity and the Merging Entity shall vest in the

(((H14000130100 3)))

Surviving Entity, and all debts, liabilities and duties of each of the Surviving Entity and the Merging Entity shall become the debts, liabilities and duties of the Surviving Entity.

4. The separate existence of the Merging Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The shareholders in the Merging Entity currently own, and will continue to own after the merger, the same percentage of the outstanding common stock in the Surviving Entity as they own in the Merging Entity. The shareholders of the Merging Entity will receive the same rights in the Surviving Entity as they have in the Merging Entity.

6. Upon the effective date of the merger, (i) all shares of common stock of the Merging Entity, whether issued and outstanding or held by the Merging Entity in its treasury, shall be cancelled and retired and no consideration shall be issued in respect thereof, and (ii) all shares of common stock of the Surviving Entity, whether issued and outstanding or held by the Surviving Entity in its treasury, shall remain unchanged and unaffected by the Merger.

7. Upon the effective date of the merger, the Articles of Incorporation and Bylaws of the Surviving Entity in effect immediately prior to the effective date of the merger shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation, and shall not be changed or affected by the merger.

8. Upon the effective date of the merger, the directors and officers of the Surviving Entity immediately prior to the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation, and shall not be changed or affected by the merger.

9. The Merging Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and officers of the Merging Entity and the Surviving Entity are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger for the merger provided herein.

11. If, at any time after the effective date of the merger, the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm of record or otherwise, in the Surviving Entity its right, title or interest in, to or under any of the rights, properties or assets of the Merging Entity acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Plan of Merger, the Merging Entity and its proper officers and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments and assurances in law, (b) do all acts necessary or proper to vest, perfect or confirm

(((H14000130100 3)))

(((H14000130100 3)))

title to and possession of such rights, properties or assets in the Surviving Entity, and (c) otherwise carry out the purposes of this Plan of Merger. The officers of the Surviving Entity are fully authorized in the name of the Merging Entity or otherwise to take any and all such actions.

12. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

13. This Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. This Plan of Merger is effective as of the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Plan of Merger as of the 2nd day of June, 2014.

MERGING ENTITY:

SHERMAN GLOBAL ENTERPRISES, INC.,
a Florida corporation

By:  _____Print Name: JASON SHERMANTitle: PRESIDENT**SURVIVING ENTITY:**

BEYOND ZERO, CORP.,
a Florida corporation

By:  _____Print Name: JASON SHERMANTitle: PRESIDENT