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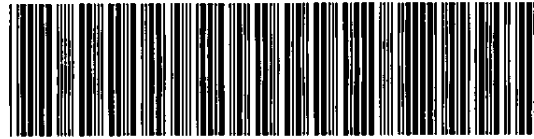
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF
16 JUN 24 PM 4:15

FILED
2016 JUN 24 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUN 27 2016
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June 24, 2016.

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 10064199 SO
Customer Reference 1. 34569-0001
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

FilmiNet, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

ARTICLES OF MERGER

OF

FILMNET, INC.
(a Florida corporation)

AND

FILMNET, INC.
(a Delaware corporation)

FILED
2016 JUN 24 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporations herein named do hereby submit the following articles of merger:

1. The following, annexed hereto as Annex A and made a part hereof, is the Plan and Agreement of Merger (the "Plan of Merger") for merging FilmNet, Inc., a Florida corporation ("Merging"), with and into FilmNet, Inc., a Delaware corporation ("Surviving"), as approved by unanimous written consent and by resolution adopted by the Board of Directors of Merging on June 2, 2016 by unanimous written consent and by resolution adopted by the Board of Directors of Surviving on June 2, 2016.

3. All the Shareholders of Merging entitled to vote on the aforesaid Plan of Merger consented to taking such action without a meeting and the holders of the number of share of the corporation that would be necessary to authorize or take such action at a meeting of the shareholders of the corporation duly approved and adopted the aforesaid Plan of Merger without a meeting of said shareholders, on written consent duly signed by them on June 2, 2016.

4. All the shareholders of Surviving entitled to vote on the aforesaid Plan of Merger consented to taking such action without a meeting, and the holders of the number of shares of the corporation that would be necessary to authorize or take such action at a meeting of the shareholders of the corporation duly approved and adopted the aforesaid Plan of Merger without a meeting of said shareholders, on written consent duly signed by them on June 2, 2016.

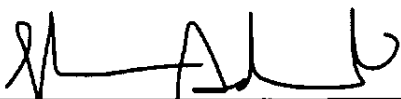
5. Surviving will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

5. The effective date of the merger herein provided for shall be 11:59 p.m. E.S.T., June 24, 2016.

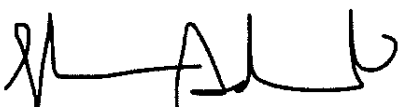
[Signatures on Following Page.]

These Articles of Merger are executed on June 21, 2016.

FILMNET, INC., a Florida corporation

By: 
Name: Ghassan Salameh
Capacity: CEO and Sole Director

FILMNET, INC., a Delaware corporation

By: 
Name: Ghassan Salameh
Capacity: CEO and Sole Director

ANNEX A

PLAN AND AGREEMENT OF MERGER

BY WHICH

FILMNET, INC.

(a Florida corporation)

MERGES WITH AND INTO

FILMNET, INC.

(a Delaware corporation)

THIS IS A PLAN AND AGREEMENT OF MERGER ("this Plan and Agreement of Merger") by and between FilmNet, Inc., a Florida corporation ("MERGING" or the "Merging Corporation"), and FilmNet, Inc., a Delaware corporation ("SURVIVING" or the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are referred to collectively as the "Constituent Corporations") and by which MERGING and SURVIVING, in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows with respect to the merger of MERGING with and into SURVIVING (the "Merger"):

1. Background; Corporate Approvals. The Board of Directors of each Constituent Corporation determined that it is advisable and in the best interests of such corporation and its respective stockholders that the Merging Corporation merges with and into the Surviving Corporation, and the board of directors and the stockholders of each of the Constituent Corporations have approved the Merger and this Plan and Agreement of Merger.

2. The Merger and Surviving Corporation. In accordance with the terms of this Plan and Agreement of Merger, the applicable law of the State of Delaware and the applicable law of the State of Florida: (a) the Constituent Corporations shall make appropriate filings with the Secretary of State of the State of Delaware; (b) the Constituent Corporations shall make appropriate filings with the Secretary of State of the State of Florida and (c) at the Merger Effective Time (as defined below), MERGING shall be merged with and into SURVIVING, which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Delaware under the name of "FilmNet, Inc."

3. Merger Effective Time. The Merger shall be effective at 11:59 p.m. E.S.T., June 24, 2016 (the "Merger Effective Time").

4. Effect of Merger. At the Merger Effective Time: (a) the Merging Corporation shall merge with and into the Surviving Corporation; (b) the separate existence of the Merging Corporation shall cease; (c) the stock of the Merging Corporation shall be converted as provided in this Plan and Agreement of Merger; (d) the former holders of such stock are entitled only to the rights provided in this Plan and Agreement of Merger or to their rights under the Florida Business Corporation Act; and (e) the Merger shall otherwise have the effect provided under the applicable laws of the State of Delaware (including Delaware General Corporation Law §259).

5. Manner and Basis of Cancelling Stock. The manner and basis of cancelling stock is as follows:

(a) Merging Corporation Stock. At the Merger Effective Time, each issued and outstanding share of common Merging Corporation stock ("Merging Corporation Common Stock") shall be cancelled and retired. Any Merging Corporation Common Stock held as treasury stock by the Merging Corporation shall be cancelled and retired.

(b) Surrender of Merging Corporation Stock Certificates. At or immediately following the Merger Effective Time, each holder of a certificate representing Merging Corporation Common Stock shall surrender it, together with a duly endorsed transfer power.

(c) Surviving Corporation Stock. Each share of Surviving Corporation stock outstanding immediately prior to the Merger Effective Time shall remain an identical outstanding share of Surviving Corporation stock at and after the Merger Effective Time; and no stock or other securities of, or obligations convertible into stock or other securities of, the Surviving Corporation are to be issued or delivered under or pursuant to the Merger with respect to such Surviving Corporation stock.

6. Certificate of Incorporation. The certificate of incorporation of FilmNet, Inc., the Surviving Corporation, as in effect immediately prior to the Merger Effective Time, shall continue to be Surviving Corporation's certificate of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

7. Bylaws. The bylaws of FilmNet, Inc., the Surviving Corporation, as in effect immediately prior to the Merger Effective Time, shall continue to be the Surviving Corporation's bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

8. Directors and Officers. The persons who are the directors and officers of FilmNet, Inc., the Surviving Corporation, immediately prior to the Merger Effective Time shall continue to be the Surviving Corporation's directors and officers at and after the Merger Effective Time until changed in accordance with the Surviving Corporation's bylaws and applicable law.

9. Amendment. This Plan and Agreement of Merger may be modified or amended in any manner at any time and from time to time prior to the Merger Effective Time by the Surviving Corporation and the Merging Corporation without any action by the stockholders of the Surviving Corporation or the Merging Corporation; provided, however, that an amendment adopted subsequent to the adoption of the Plan and Agreement of Merger by any Constituent Corporation's stockholders must be in accordance with applicable law. Any modification or amendment to this Plan and Agreement of Merger must be made in writing and executed by the Constituent Corporations.

10. Further Assurances. After the execution of this Plan and Agreement of Merger, the Merging Corporation and the Surviving Corporation shall each do such things as may be reasonably requested by the other in order to more effectively consummate or document the transactions contemplated by this Plan and Agreement of Merger or to otherwise carry out the purposes of this Plan and Agreement of Merger, the Merger or both. If at any time the Surviving Corporation determines

that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation the title of any property or rights of the Merging Corporation, then either the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation.

11. Number; Gender; Captions; Certain Definitions. Whenever the context requires, the singular includes the plural, the plural includes the singular, and the gender of any pronoun includes the other genders. Titles and captions of or in this Plan and Agreement of Merger are inserted only as a matter of convenience and for reference and in no way affect the scope of this Plan and Agreement of Merger or the intent of its provisions. The parties agree: (a) that "applicable law" means all provisions of any constitution, statute, law, rule, regulation, decision, order, decree, judgment, release, license, permit, stipulation or other official pronouncement enacted, promulgated or issued by any governmental authority or arbitrator or arbitration panel; (b) that "governmental authority" means any legislative, executive, judicial, quasi-judicial or other public authority, agency, department, bureau, division, unit, court or other public body, person or entity; and (c) that "including" and other words or phrases of inclusion, if any, shall not be construed as terms of limitation, so that references to "included" matters shall be regarded as non-exclusive, non-characterizing illustrations.

12. Governing Law. This Plan and Agreement of Merger is governed by, and shall be construed and enforced in accordance with, the laws of the State of Delaware.

13. Counterparts. This Plan and Agreement of Merger may be executed by each party upon a separate copy, and in such case one counterpart of this Plan and Agreement of Merger shall consist of enough of such copies to reflect the signature of all of the parties to this Plan and Agreement of Merger. This Plan and Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan and Agreement of Merger or its terms to produce or account for more than one of such counterparts.

[Signatures on following page.]

DULY EXECUTED and acknowledged by each of the Constituent Corporations, through actions of their duly authorized officers as of the date first written above.

THE MERGING CORPORATION: FILMNET, INC., a Florida corporation

By: _____
Ghassan Salameh, President

THE SURVIVING CORPORATION: FILMNET, INC., a Delaware corporation

By: _____
Ghassan Salameh, President

* * * * *

The undersigned secretary of FilmNet, Inc., the Surviving Corporation, certifies pursuant to Delaware General Corporation Law §251(c) that all of the shares of its capital stock adopted by written consent pursuant to Delaware General Corporation Law §228 the foregoing Plan and Agreement of Merger.

DULY EXECUTED on _____, 2016.

Secretary of FilmNet, Inc.

* * * * *