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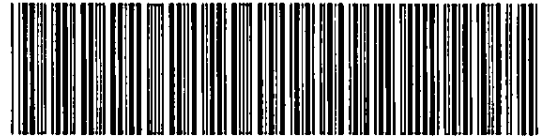
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2017 AUG 17 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

AUG 23 2017

J ALBRITTON

HOLBROOK, AKEL, COLD, RAY & REICHARD, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

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August 14, 2017

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: **We Insure Florida, Inc.**
Document No.: P09000041881

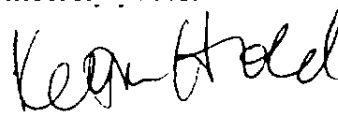
Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Merger between We Insure Florida, Inc., the surviving corporation, and We Insure Franchise Services, Inc.

Kindly file the enclosed Articles of Merger and return a conforming copy in the envelope provided herein. Accordingly, I have enclosed our check in the amount of \$70.00 representing the filing fee for the parties referenced in the Articles.

Thank you for attention to this matter.

Sincerely yours,



KATHLEEN HOLBROOK COLD

KHC/ab
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARTICLES OF MERGER dated the 3rd day of August, 2017, among WE INSURE FRANCHISE SERVICES, INC., a Florida corporation, hereinafter called "Franchise Services," and WE INSURE FLORIDA, INC., a Florida corporation, hereinafter called "Florida."

Franchise Services is a corporation organized and existing under the laws of the State of Florida, with 10,000 shares of authorized common stock of \$1.00 par value. Florida is a corporation organized under the laws of the State of Florida with 10,000 shares authorized common stock of no par value.

The Board of Directors of Franchise Services and Florida, respectively, deem it desirable and in the best interest of the corporations and their stockholders that Franchise Services be merged into Florida, and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE AS FOLLOWS:

1. As soon as the stockholders of Franchise Services and Florida have approved this merger, Franchise Services shall be deemed to have merged with and into Florida, which shall survive the merger and which shall have the same name as heretofore. The effective date of the merger shall be the date these Articles of

Merger are filed with the Florida Secretary of State.

2. The name of the surviving corporation shall be WE INSURE FLORIDA, INC. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the original Articles of Incorporation of Florida.

3. On the effective date of the merger, the By-laws of Florida shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of Florida who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of Florida shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 10,000 shares of no par value stock. On the effective date of the merger, all of the shares of Franchise Services will be cancelled and retired, by virtue of the merger and without any action on the part of the holders thereof. Each holder of certificates representing the shares of Florida outstanding immediately prior to the date of the merger will hold

the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.

6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of Franchise Services, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 3 day of August, 2017.

WE INSURE FLORIDA, INC.

Attest:

Megan Visali
Secretary

By Philip C. Visali
President

(Corporate Seal)

WE INSURE FRANCHISE SERVICES, INC.

Attest:

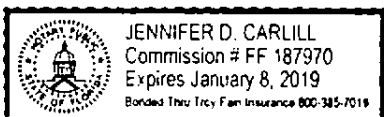
Megan Visali
Secretary

By Philip C. Visali
President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

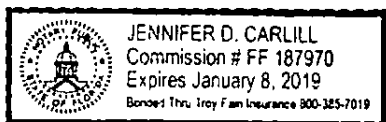
I hereby certify that on this 3 day of August, 2017, before me, an officer duly authorized to take acknowledgements, personally appeared Philip C. Visali, as President of WE INSURE FRANCHISE SERVICES, INC., (8) who is personally known to me, or () who has produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



Jennifer D. Carlill
Notary Public, State of Florida
Print Name:
My Commission Expires:
Commission Number:

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this 3 day of August, 2017, before me, an officer duly authorized to take acknowledgements, personally appeared Philip C. Visali, as President of WE INSURE FLORIDA, INC., (☒) who is personally known to me, or (☐) who has produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



Jennifer D. Carlill
Notary Public, State of Florida
Print Name:
My Commission Expires:
Commission Number:

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that she is the Secretary of WE INSURE FRANCHISE SERVICES, INC., and that the foregoing Articles of Merger of WE INSURE FRANCHISE SERVICES, INC., into WE INSURE FLORIDA, INC. was unanimously approved by the owners of 100% of the issued and outstanding stock of Franchise Services at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 3 day of August, 2017, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3 day of August, 2016, as Secretary of WE INSURE FRANCHISE SERVICES, INC., at Jacksonville, Florida.



Megan Visali, Secretary

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that she is the Secretary of WE INSURE FLORIDA, INC., and that the foregoing Articles of Merger of WE INSURE FRANCHISE SERVICES, INC., into WE INSURE FLORIDA, INC. was unanimously approved by the owners of 100% of the issued and outstanding stock of WE INSURE FLORIDA, INC. at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 3 day of August, 2017, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3 day of August, 2017, as Secretary of WE INSURE FLORIDA, INC., at Jacksonville, Florida.

Megan Visali
Megan Visali, Secretary