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(Requestor's Name)

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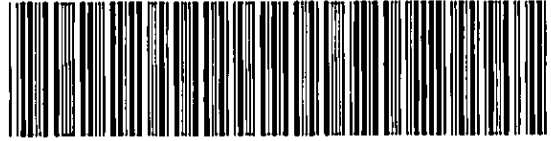
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
FALLS CHURCH, VA 22038

2020 DEC 23 AM 9 18

FILED

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction of the **surviving** entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Garraposa USA, Inc.</b> 2660 South Douglas Road #900 Coral Gables, FL 33134	<b>Florida</b>	<b>Corporation</b>

Florida Document/Registration Number: **P11000008775**

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of each **merging** eligible entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Garrapusa, Inc.</b> 2660 South Douglas Road #900 Coral Gables, FL 33134	<b>Florida</b>	<b>Corporation</b>

Florida Document/Registration Number: **P16000044730**



**THIRD:** The attached Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.

**FOURTH:** The merger shall become effective as of December 31, 2020.

**FIFTH:** The Plan of Merger was adopted by the shareholder of the surviving corporation on December 17, 2020.

**SIXTH:** The Plan of Merger was adopted by the shareholder of the merging corporation on December 17, 2020.

Signature(s) for each party:

<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL</u>
<b>Garraposa USA, Inc.</b>	 _____ President	Jaime Palacios, President
<b>Garrapusa Inc.</b>	 _____ President	Jaime Palacios Garcia, President

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FILED

## PLAN OF MERGER

Merger between GARRAPUSA INC., a Florida corporation (the "Disappearing Corporation" or "GARRAPUSA"), and GARRAPOSA USA, INC., a Florida corporation (the "Surviving Corporation" or "GARRAPOSA USA"). The following plan of merger, which was adopted and approved by the shareholders of GARRAPUSA to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act") on \_\_\_\_\_.

**FIRST:** The exact names and jurisdiction of the merging parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>Garrapusa Inc.</b> 2600 South Douglas Road #900 Coral Gables, FL 33134	<b>Florida</b>

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>Garraposa USA, Inc.</b> 2600 South Douglas Road #900 Coral Gables, FL 33134	<b>Florida</b>

**THIRD:** Articles of Incorporation. The Articles of GARRAPOSA USA INC., shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

**FOURTH:** Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of GARRAPUSA outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of GARRAPOSA USA in accordance with this Plan. Each share of GARRAPUSA that is issued and outstanding on the Effective Date shall continue as outstanding shares of GARRAPOSA USA.

**FIFTH:** Satisfaction of Rights of Shareholders of GARRAPUSA. Upon the Effective Date, all shares of GARRAPOSA USA stock into which the shares of GARRAPUSA, shall have been converted, and for which the interests of GARRAPUSA's shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**SIXTH:** Effect of Merger. On the Effective Date, the separate existence of GARRAPUSA shall cease, and GARRAPOSA USA shall be fully vested in GARRAPOSA USA's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

**SEVENTH:** Further Action Required. If at any time after the Effective Date, GARRAPUSA or GARRAPOSA USA shall determine that any further conveyances, agreements, documents,

instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of GARRAPUSA or GARRAPOSA USA as the case may be, whether past or remaining in office, shall execute and deliver upon the request of GARRAPUSA or GARRAPOSA USA, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in GARRAPOSA USA, or to otherwise carry out the provisions of this Plan.

**EIGHTH:** Filing with the Florida Department of State and Effective Date. GARRAPUSA and GARRAPOSA USA shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by GARRAPOSA USA to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

**NINTH:** Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated this 17 day of December, 2020, with an effective date as of December 31<sup>st</sup>, 2020.

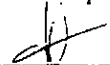
GARRAPUSA INC.  
a Florida Corporation

By:

  
Jaime Palacios Garcia, President

GARRAPOSA USA, INC.  
a Florida corporation

By:

  
Jaime Palacios, President