

Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : BARBOSA LEGAL
Account Number : 120110000049
Phone : (305) 501-4680
Fax Number : (305) 359-9543

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: RENEWALS@BARBOSALEGAL.COM

MERGER OR SHARE EXCHANGE

Blue Ribbon International Properties, Inc.

Certificate of Status	1
Certified Copy	0
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18 SEP 13 PM 1:02
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TALLAHASSEE, FLORIDA

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18 SEP 13 AM 9:15
TALLAHASSEE, FLORIDA

SEP 14 2018
S. YOUNG

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BLUE RIBBON INTERNATIONAL PROPERTIES, 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:

BRUNA BARBOSA

Contact Person

BARBOSA LEGAL

Firm/Company

407 LINCOLN ROAD, PH-NE

Address

MIAMI BEACH, FL 33139

City/State and Zip Code

BBARBOSA@BARBOSALEGAL.COM

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

For further information concerning this matter, please call:

BRUNA BARBOSA

Name of Contact Person

At (305) 501-4680

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)
Blue Ribbon International Properties, Inc.	Florida	P11000016022

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Green Ribbon International Properties, Inc.	Florida	P16000032196

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.)

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 8/16/18

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 8/16/18

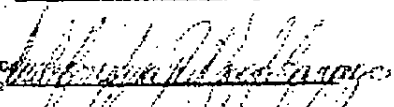
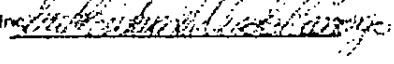
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Blue Ribbon International Properties Inc.		Sueli Cristina De Nicola Carmargo, President
Green Ribbon International Properties Inc.		Sueli Cristina De Nicola Carmargo, President

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**AGREEMENT AND PLAN OF MERGER OF
GREEN RIBBON INTERNATIONAL PROPERTIES, INC.
WITH AND INTO
BLUE RIBBON INTERNATIONAL PROPERTIES, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into on September 10, 2018, by and between GREEN RIBBON INTERNATIONAL PROPERTIES, INC., a Florida For-Profit Corporation (the "Merging Company"), and BLUE RIBBON INTERNATIONAL PROPERTIES, INC., a Florida For-Profit Corporation (the "Surviving Company"), as approved by the shareholders of said companies:

RECITALS:

- A. The Merging Company is a corporation duly organized and existing under the laws of the State of Florida.
- B. The Surviving Company is a corporation duly organized and existing under the laws of the State of Florida.
- C. The sole shareholder of the Merging Company and the Surviving Company believes that the merger of the Merging Company into the Surviving Company would be advantageous and beneficial to the respective shareholders, employees and customers of these companies.
- D. The Merging Company and the Surviving Company have agreed that the Merging Company shall merge into the Surviving Company upon the terms and conditions and in the manner set forth in this Agreement 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 Agreement and in order to consummate the transaction described above, the Merging Company and the Surviving Company, the constituent companies to this Agreement, agree as follows:

- 1. Recitals. The above recitals are true and correct and are incorporated herein and made a part hereof.
- 2. Merger. Green Ribbon International Properties, Inc., which is a corporation organized in the State of Florida, shall be merged with and into Blue Ribbon International Properties, Inc., which is a corporation organized in the State of Florida.
- 3. Effect of Merger. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.
- 4. Articles of Merger. Upon the approval of this Agreement, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act (the "Florida Act") shall be duly executed by the authorized persons of the Merging Company and the Surviving Company, and shall be filed with the Secretary of State of Florida.
- 5. Surviving Company. Upon the effective date of the merger, the Surviving Company shall continue in its existence under the name "Blue Ribbon International Properties, Inc.". At the Effective Time, the Articles of Incorporation and the Bylaws of the Surviving Corporation, as in effect immediately

Plan of Merger Blue Ribbon Green Ribbon

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prior to the Effective Time, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation. At the Effective Time, the officers and Board of Directors of the Surviving Corporation shall be the officers and Board of Directors of the Surviving Corporation until their successors are duly elected and have qualified.

6. Merging Company. The separate existence of the Merging Company shall cease upon the effective date of the merger in accordance with the laws of the State of Florida and shall wind up its affairs and distribute its assets as provided in Merging Company's Operating Agreement.

7. Capitalization. The Surviving Company has one shareholder who owns one-hundred percent (100%) of the shareholder interests in the Surviving Company and is the sole shareholder who is entitled to vote on the merger. The Merging Company has one shareholder who owns one-hundred percent (100%) of the shareholder interest in the Merging Company and is the sole shareholder who is entitled to vote on the merger.

8. Shareholder Interests in the Surviving Company. The shareholder interests of the Merging Company shall, upon the effective date of the merger, be converted into the shareholder interests of the Surviving Company. The shareholder interests of the Surviving Company shall not be converted or exchanged in any manner or any consideration paid therefor, but the shareholder interests which were issued as of the effective date of the merger shall continue to represent the shareholder interests of the Surviving Company.

9. Cancellation of Shareholder Interests of the Merging Company. All issued and outstanding shareholder interests of the Merging Company, and all rights and respect thereof, shall be canceled as of the effective date of the merger, and the certificates representing such shareholder interests shall be surrendered and canceled.

10. Articles of Organization. Except for the name change of the Surviving Company as described above, the Articles of Organization of the Surviving Company now in force and effect, shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

11. Operating Agreement and Bylaws. The Operating Agreement and Bylaws of the Surviving Company upon the effective date of the merger shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

12. Approval. The agreement contemplated by this Agreement has previously been approved by the sole shareholder of the Merging Company and the sole shareholder of the Surviving Company. Subsequent to the execution of this Agreement by the authorized persons of the Merging Company and the Surviving Company, the authorized persons of both companies shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

13. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

14. Severability. If any provision of this Agreement is held invalid, unlawful, void or unenforceable by any court of competent jurisdiction, the other provisions of this Agreement shall not be impaired and shall remain in full force and effect. Any provision of this Agreement held invalid, unlawful, void or unenforceable only in part or degree shall remain in full force and effect to the extent not held invalid, unlawful, void or unenforceable.

Plan of Merger, Blue Ribbon, Green Ribbon

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on September 10, 2018, by each of their duly authorized representatives.

**GREEN RIBBON INTERNATIONAL
PROPERTIES, INC.,**

as the Merging Company

By: Fortune Venture Development, Inc., its sole
Shareholder

By: 

Name: Ray Batalha De Camargo

Title: Sole Director

**BLUE RIBBON INTERNATIONAL PROPERTIES,
INC.,**

as the Surviving Company

By: Fortune Venture Development, Inc., its sole
Shareholder

By: 

Name: Ray Batalha De Camargo

Title: Sole Director