

#P/1000/02854

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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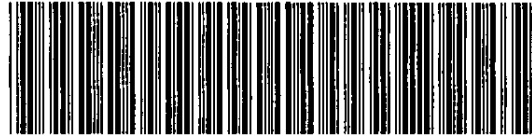
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
DEC - 5 2012

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12 NOV 27 PM 2:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is:

Name and Street Address	Jurisdiction	Entity Type
VYP, LLC 3000 Barrymore Court NA Orlando, FL 32835	Florida	Limited liability company

Florida Document/Registration Number: L09000095930
FEI Number: 30-0583982

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party is:

Name and Street Address	Jurisdiction	Entity Type
Groupe Auxandre USA, Inc. 6999 Edgeworth Drive Orlando, FL 32819	Florida	Florida Profit Corporation

Florida Document/Registration Number: P11000102854
FEI Number: 45-3960271

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THIRD: The Plan of Merger, attached as Exhibit "A", meets the requirements of sections 607.1108 and 608.438 of the Florida Statutes, and was approved by the entities and the parties to the merger in accordance with Chapter 607 and 608 of the Florida Statutes.

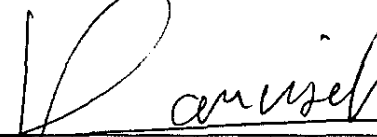
FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

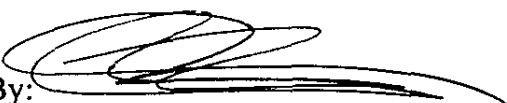
SEVENTH: Signatures of each party:

VYP, LLC, a Florida limited liability company:

By: 
Vincent J. Panisset, Manager

By: 
Yves A. Piovera, Manager

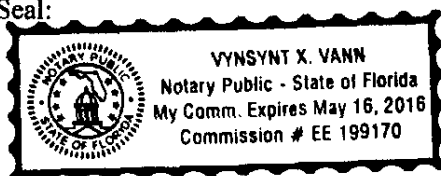
GROUPE AUXANDRE USA, INC., a Florida corporation:

By: 
Yves Piovera, President

STATE OF FLORIDA
COUNTY OF SEMINOLE *Orange*

The foregoing document was acknowledged before me on November 26, 2012
by Vincent J. Panisset, Manager of VYP, LLC, a Florida limited liability company. He ☐ is
personally known to me; or ☒ has produced Florida Driver License as identification.

Notary Seal:

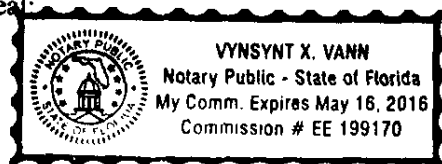


Vynsynt X. Vann
Name: Vynsynt X. Vann
Notary Public
Serial Number 22 199170
My Commission Expires: May 16, 2016

STATE OF FLORIDA
COUNTY OF SEMINOLE *Orange*

The foregoing document was acknowledged before me on November 26, 2012
by Yves A. Piovera, Manager of VYP, LLC, a Florida limited liability company. He ☐ is
personally known to me; or ☒ has produced France Passport as identification.

Notary Seal:

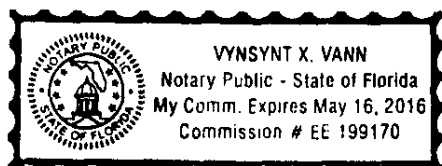


Vynsynt X. Vann
Name: Vynsynt X. Vann
Notary Public
Serial Number 22 199170
My Commission Expires: May 16, 2016

STATE OF FLORIDA
COUNTY OF SEMINOLE *Orange*

The foregoing document was acknowledged before me on November 26, 2012
by Yves A. Piovera, President of Groupe Auxandre USA, Inc., a Florida corporation. He ☐ is
personally known to me; or ☒ has produced France Passport as identification.

Notary Seal:



Vynsynt X. Vann
Name: Vynsynt X. Vann
Notary Public
Serial Number 22 199170
My Commission Expires: May 16, 2016

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER FOR MERGING VYP, LLC, A FLORIDA LIMITED LIABILITY
COMPANY INTO GROUPE AUXANDRE USA, INC., A FLORIDA CORPORATION

This Plan of Merger is made on 11/26, 2012, by and between VYP, LLC, a Florida limited liability company ("Merging Entity") and Groupe Auxandre USA, Inc., a Florida corporation ("Surviving Entity"). The Merging and Surviving Entities are sometimes referred to in this Agreement as the "Constituent Entities."

WHEREAS, the principal and registered office of the Surviving Entity is in the State of Florida located at 3000 Barrymore Court NA, Orlando, FL 32835; its Registered Agent at that address is Vincent J. Panisset;

WHEREAS, the principal and registered office of the Merging Entity is in the State of Florida, located at 6999 Edgeworth Drive, Orlando, FL 32819; its Registered Agent is Best Financial Services & Associates, Inc. at 8128 Pensacola Blvd., Pensacola, FL 32534;

WHEREAS, the Directors, Officers and Shareholders of the Surviving Entity deem it advisable and to the advantage of the Constituent Entities that the Merging Entity be merged into the Surviving Entity on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Plan of Merger, the Constituent Entities have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE I

The Constituent Entities hereby agree that the Merging Entity shall be merged with and into the Surviving Entity, and the Merging Entity and the Surviving Entity shall be a single corporation. The Surviving Entity shall be the corporation continuing after the merger, and the separate existence of the Merging Entity shall cease on the Effective Date of the Articles of Merger.

ARTICLE II

The manner and basis of converting the interests of the merged party, or the rights to acquire same, into the shares of the survivor, or the rights to acquire same, in whole or in part, are as follows: The certificates representing the membership interests of the Merging Entity shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Entity.

XP VP

ARTICLE III

This Plan of Merger complies with the applicable Florida Statutes as follows:

The Plan of Merger meets with the requirements of sections 607.1108 and 608.438 of the Florida Statutes, and all other applicable laws, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608 of the Florida Statutes.

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE IV

This Plan of Merger shall become effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida,

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed to this Agreement, by their respective Managers and President, who are duly authorized to enter into this Agreement by each of the Constituent Entities.

VYP, LLC, a Florida limited liability company:

By: 

Vincent J. Panisset, Manager

By: 

Yves A. Piovera, Manager

GROUPE AUXANDRE USA, INC., a Florida corporation:

By: 

Yves Piovera, President