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SECRETARY OF STATE
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ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following entities in accordance with Chapter 607, *Florida Statutes*:

FIRST: The name, form/entity type and jurisdiction of formation of each of the merging parties are as follows:

CANACCEDE INTERNATIONAL HOLDINGS INC., a Florida corporation (Florida Document Number P10000100648) ("CIHI"); and

CANACCEDE GROUP INC., a Florida corporation (Florida Document Number P12000065770).

SECOND: The surviving entity is CANACCEDE GROUP INC., a Florida corporation (the "Surviving Corporation").

THIRD: The attached Agreement and Plan of Merger has been authorized, approved and executed by CIHI and the Surviving Corporation in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. The Agreement and Plan of Merger was adopted and approved by (a) the sole shareholder and the Board of Directors of CIHI on June 26, 2018 and (b) the sole shareholder and the Board of Directors of the Surviving Corporation on June 26, 2018.

FOURTH: The Articles of Incorporation and Bylaws of the Surviving Corporation as they existed immediately prior to giving effect to the merger shall survive the merger until the same shall thereafter be further amended or repealed as provided therein and by applicable law. No amendments to the Articles of Incorporation of the Surviving Corporation are desired to be effected by the merger.

FIFTH: The merger shall become effective on June 27, 2018.

IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 26th day of June, 2018.

CANACCEDE INTERNATIONAL HOLDINGS INC.,
a Florida corporation

By: 
Scott Coffin, President

CANACCEDE GROUP INC., a Florida corporation

By: 
Scott Coffin, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 27th day of June, 2018, is made and entered into by and among **CANACCEDE INTERNATIONAL HOLDINGS INC.**, a Florida corporation ("CIHI"), and **CANACCEDE GROUP INC.**, a Florida corporation (the "Surviving Corporation"). CIHI and the Surviving Corporation are sometimes referred to herein as the "Constituent Companies."

WITNESSETH:

WHEREAS, CIHI is a corporation duly incorporated under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly incorporated under the laws of the State of Florida; and

WHEREAS, the owners of each of the Constituent Companies deem it advisable for the general welfare of such Constituent Companies that CIHI be merged with and into the Surviving Corporation, which Surviving Corporation shall be the surviving entity; and

WHEREAS, for state law purposes, the transaction shall qualify as a statutory merger under the laws of the State of Florida; and

WHEREAS, the parties intend that the transaction shall qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement will be and hereby is adopted as a "plan of liquidation" within the meaning of Section 332 of the Code and a "plan of reorganization" within the meaning of Section 368(a) of the Code;

NOW, THEREFORE, the Constituent Companies hereby agree that CIHI shall be merged with and into the Surviving Corporation in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I**The Constituent Companies**

The names of the Constituent Companies to the merger are **CANACCEDE INTERNATIONAL HOLDINGS INC.** (Florida Document No. P10000100648) and **CANACCEDE GROUP INC.** (Florida Document No. P12000065770).

ARTICLE II**The Merger**

On the Effective Date (as hereinafter defined), CIHI shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapter 607, *Florida Statutes* (the "Florida Act").

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ARTICLE III

Effect of Merger

From and after the filing of the Articles of Merger with the Florida Secretary of State in accordance with Article VIII hereof, the Constituent Companies shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of CIHI shall cease, while the existence of the Surviving Corporation shall continue unaffected and unimpaired. The Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation incorporated under the Florida Act. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Companies. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Companies shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in any of the Constituent Companies, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against any of the Constituent Companies may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by such Merger. The Surviving Corporation shall retain limited liability under applicable law.

ARTICLE IV

Articles of Incorporation and Bylaws of the Surviving Corporation

The Articles of Incorporation and Bylaws of the Surviving Corporation as they existed immediately prior to giving effect to the Merger shall survive the Merger, and until the same shall thereafter be further amended or repealed as provided therein and by applicable law (*i.e.*, no amendments to the Articles of Incorporation and Bylaws of the Surviving Corporation are being effected by the Merger).

The people who shall serve as the Directors of the Surviving Corporation shall be:

Name	Address
Andrew Szemenyei	36750 US Highway 19N, Suite 3025 Palm Harbor, Florida 34684
David Sharpless	80 Duggan Avenue Toronto, Ontario M4V 1Y2 CA
Len Sanguine	13490 Saba Point Drive Fort Myers, Florida 33905
Chris Giles	8180 Stone Creek Drive Chanhassen, Minnesota 55317

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Name	Address
Peter Szemenyei	14 Club Road Stamford, Connecticut 06905

The persons who shall serve as the officers of the Surviving Corporation and the offices in which they shall serve are as follows:

Name	Office	Address
Andrew Szemenyei	Chief Executive Officer	36750 US Highway 19N, Suite 3025 Palm Harbor, Florida 34684
Scott Coffin	President	449 Sherin Drive Oakville, Ontario L6L 4J6 CA
Bryan Szemenyei	Chief Treasury & Business Development Officer	1065 Logan Avenue Toronto, Ontario M4K 3G2 CA
Suzanne Larouche	General Counsel	1103-240 Village Walk Boulevard London, Ontario N6G 0P6

ARTICLE V

Treatment of Ownership Interests of Constituent Companies

By virtue of the Merger and without any action on the part of the owners of the Constituent Companies thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the ownership in the Constituent Companies shall be treated in the following manner:

1. Each outstanding share of the common stock of the Surviving Corporation owned immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the common stock of the Surviving Corporation.

2. Each outstanding share of the stock of CIHI owned immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no shares of stock of the Surviving Corporation shall be issued therefor.

3. The parties hereto intend that the Merger shall qualify as a tax-free liquidation pursuant to Section 332 of the Code and a reorganization within the meaning of Section 368(a) of the Code, and this Agreement will be and hereby is adopted as a "plan of liquidation" within the meaning of Section 332 of the Code and a "plan of reorganization" within the meaning of Section 368(a) of the Code.

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ARTICLE VI

Further Assurance

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of CIHI, the last acting President of CIHI shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII

Approvals

This Agreement and Plan of Merger shall be approved by the Boards of Directors of the Surviving Corporation and CIHI, and submitted to the shareholders thereof for approval as provided by the Florida Act. If duly adopted, Articles of Merger meeting the requirements of the Florida Act shall be filed immediately with the Florida Secretary of State.

ARTICLE VIII

Effective Date

The Merger of CIHI with and into the Surviving Corporation shall become effective on June 27, 2018 in accordance with the Florida Act. The date and time on which the Merger shall become effective is herein called the "Effective Date."

ARTICLE IX

Covenants of CIHI

CIHI covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of stock or rights to acquire any such shares of stock prior to the Effective Date.

ARTICLE X

Covenants of the Surviving Corporation

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of stock or rights to acquire any such shares of stock prior to the Effective Date.

ARTICLE XI

Termination

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by either of the Constituent Companies at any time prior to the filing of the Articles of Merger with the Florida Secretary of State.

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ARTICLE XII
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

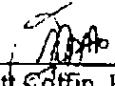
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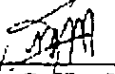
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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**CANACCEDE INTERNATIONAL HOLDINGS
INC.**, a Florida corporation

By: 
Scott Coffin, President

CANACCEDE GROUP, INC., a Florida
corporation

By: 
Scott Coffin, President

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