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

From: Account Name : GREENBERG TRAURIG CONSULTING, INC.
Account Number : I20140000080
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Fax Number : (305)961-5722

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Email Address: Cambol@gtlaw.com

**MERGER OR SHARE EXCHANGE
BLAINE PROPERTIES INC.**

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ARTICLES OF MERGER
FOR
FLORIDA CORPORATION

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1104, 607.1105, 607.1107 of the Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blaine Resources Limited	British Virgin Islands	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blaine Properties Inc.	Florida	Corporation

THIRD: The attached Plan of Merger was adopted by the sole shareholder and the board of directors of the surviving corporation on December 29, 2017.

FOURTH: The attached Plan of Merger was adopted by the sole shareholder and the board of directors of the merging corporation on December 29, 2017.

FIFTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

SIXTH: The merger is to become effective upon the filing of these Articles.

SEVENTH: The Plan of Merger is on file at 16051 Collins Avenue, Apt. 2004 Sunny Isles Beach, FL 33160, the office of the surviving corporation.

EIGHTH: A copy of the Plan of Merger will be furnished by the surviving corporation upon request, without cost, to any member of the merging and surviving corporation.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by all of the members of the Board of Directors on this 29th day of December 2017.

BLAINE RESOURCES LIMITED, a British
Virgin Islands Corporation

H.T.M. Services Ltd., its Director

By: 

Name: Gabriel Carles AKA HOLDING BELIE

Title: Authorized Signatories

BLAINE PROPERTIES INC., a Florida
Corporation

By: _____

Name: Joseph Peisach

Title: Director/ President

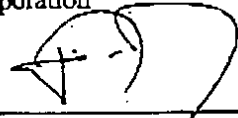
IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by all of the members of the Board of Directors on this 29th day of December, 2017.

BLAINE RESOURCES LIMITED, a British
Virgin Islands Corporation

H.T.M. Services Ltd., its Director

By: _____
Name: _____
Title: _____

BLAINE PROPERTIES INC., a Florida
Corporation

By:  _____
Name: Joseph Peisach
Title: Director/ President

**AGREEMENT AND PLAN OF MERGER
MERGING BLAINE RESOURCES LIMITED
WITH AND INTO BLAINE PROPERTIES INC.**

Effective December 29, 2017

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), effective as of December 29, 2017, is made by BLAINE RESOURCES LIMITED, a corporation organized and existing under the laws of the British Virgin Islands ("PARENT CORPORATION") and BLAINE PROPERTIES INC., a Florida corporation and a wholly owned subsidiary of PARENT CORPORATION ("SUBSIDIARY").

WHEREAS, PARENT CORPORATION and SUBSIDIARY desire to effect the statutory merger of PARENT CORPORATION with and into SUBSIDIARY pursuant to the Act, with SUBSIDIARY to survive such merger;

WHEREAS, PARENT CORPORATION and SUBSIDIARY have adopted and approved this Plan of Merger in accordance with Sections 607.1103 and 607.1107 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the parties hereto intend that the transactions described in this Plan of Merger shall, taken together, constitute a tax-free reorganization described in section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury Regulations promulgated thereunder (the "Regulations"), and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder, and that this Plan of Merger shall constitute a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. Terms and Conditions of Merger. PARENT CORPORATION shall, pursuant to the provisions of the Act, be merged with and into SUBSIDIARY (the "Merger"), which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Date (as set forth in paragraph 3), the existence of PARENT CORPORATION shall cease. On the Effective Date, the corporate existence of SUBSIDIARY, with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation it shall succeed to all the rights, assets, liabilities and obligations of PARENT CORPORATION as and to the extent provided in Section 607.1106 of the Florida Business Corporation Act.

2. Capital Stock. The number of issued and outstanding shares of PARENT CORPORATION is Fifty Thousand (50,000), of par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the Merger and which

represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of PARENT CORPORATION. The total number of issued and outstanding shares of SUBSIDIARY is One Thousand (1,000), par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the Merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of SUBSIDIARY. The issued shares of PARENT CORPORATION shall, upon the Effective Date, be surrendered and cancelled. New shares in SUBSIDIARY shall be issued upon written resolution of its board of directors to accurately reflect the issuance of the shares of SUBSIDIARY pursuant to the terms of the Merger. The total of issued shares shall continue to represent one hundred percent (100%) of the shares in SUBSIDIARY.

3. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and, as of the Effective Date, SUBSIDIARY shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of PARENT CORPORATION.

4. **Officers and Directors.** The officers and directors of SUBSIDIARY immediately prior to the Effective Date shall be the officers and directors of SUBSIDIARY as of and after the Effective Date.

5. **Articles of Incorporation.** The Articles of Incorporation of SUBSIDIARY that are in effect immediately prior to the Effective Date shall be the Articles of Incorporation of SUBSIDIARY as of and after the Effective Date.

6. **Bylaws.** The Bylaws of SUBSIDIARY that are in effect immediately prior to the Effective Date shall be the Bylaws of SUBSIDIARY as of and after the Effective Date.

7. **U.S. Federal Income Tax Treatment.** The transactions contemplated by this Plan of Merger, taken together, are intended to constitute a reorganization within the meaning of Section 368(a)(1)(D) of the Code, the Regulations promulgated thereunder, and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder. The parties to this Plan of Merger shall take any and all actions, file such reports and do such other things as may be necessary to assure that the transactions described herein qualify as such a tax-free reorganization. The parties to this Plan of Merger hereby adopt this Plan of Merger as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

8. **Further Assurance of Title.** From time to time, as and when requested by SUBSIDIARY or by its successors and assigns, there shall be executed and delivered on behalf of PARENT CORPORATION such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in SUBSIDIARY the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of PARENT CORPORATION, and otherwise carry out the purposes of this Plan of Merger, and the officers of SUBSIDIARY are fully authorized in the name and on behalf of PARENT

CORPORATION or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. Approval by the Shareholders and the Board of Directors of PARENT CORPORATION. This Plan of Merger was approved and adopted by the shareholders and the sole member of the Board of Directors of PARENT CORPORATION pursuant to that certain Unanimous Written Consent of the Sole Director and all of the Shareholders of PARENT CORPORATION, dated December 29, 2017.

10. Approval by Shareholder and the Board of Directors of SUBSIDIARY. This Plan of Merger was approved and adopted by the sole shareholder and the sole member of the Board of Directors of SUBSIDIARY pursuant to that certain Unanimous Written Consent of the sole member of the Board of Directors and the Sole Shareholder of SUBSIDIARY, dated December 29, 2017.


11. Counterparts. This Plan of Merger may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Any counterpart may be executed by facsimile or any image transmitted by electronic mail (such as a portable document format (PDF) file) which shall be treated the same as a manually signed original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the date first set forth above.

BLAINE RESOURCES LIMITED, a
British Virgin Islands Corporation

H.T.M. Services Limited, its Director

By: 
Name: Gabriel Charles ~~THE HONORABLE REVEREND~~
Title: Authorized Signatories

BLAINE PROPERTIES INC., a Florida
Corporation

By: _____
Name: Joseph Peisach
Title: Director/ President

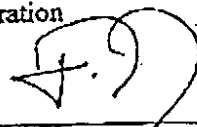
IN WITNESS WHEREOF, this Plan of Merger has been executed as of the date first set forth above.

BLAINE RESOURCES LIMITED, a
British Virgin Islands Corporation

H.T.M. Services Limited, its Director

By: _____
Name: _____
Title: _____

BLAINE PROPERTIES INC., a Florida
Corporation

By:  _____
Name: Joseph Peisach
Title: Director/ President