

Florida Department of State
Division of Corporations
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To: Division of Corporations
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S TALLENT

MAY 01 2018

**MERGER OR SHARE EXCHANGE
KING SALES INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED
18 APR 30 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merge



April 30, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KING PAPER LIMITED CORP.
4800 N. FEDERAL HIGHWAY BUILDING D
SUITE 302
BOCA RATON, FL 33431US

SUBJECT: KING PAPER LIMITED CORP.
REF: P13000000289

Resubmit

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H18000133475
Letter Number: 618A00008810

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TALLAHASSEE, FLORIDA

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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)
KING SALES INC.	Nevada	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KING PAPER LIMITED CORP.	Florida	P13000000289
KING SALES INC.	Nevada	

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 May 01, 2018 (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 April 25, 2018

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 April 25, 2018

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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FILED

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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>
KING PAPER LIMITED CORP.	(X) <i>Melvin Miller</i>	Melvin Miller, Director, President & Treasurer
	(X) <i>Linda McGuffie</i>	Linda McGuffie, Director, Vice President & Secretary
KING SALES INC.	(X) <i>Melvin Miller</i>	Melvin Miller, Director & President
	(X) <i>Linda McGuffie</i>	Linda McGuffie, Director, Secretary & Treasurer

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
KING SALES INC.	Nevada

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
KING PAPER LIMITED CORP.	Florida
KING SALES INC.	Nevada

Third: The terms and conditions of the merger are as follows:

King Paper Limited Corp. has agreed to merge into King Sales Inc., with King Sales Inc. as the surviving entity upon the filing of the Certificate of Merger. The name of the surviving Corporation shall be changed to King Paper Limited Corp.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: SEE ATTACHED

(Attach additional sheets if necessary)

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THE MANNER AND BASIS OF CONVERTING THE SHARES OF EACH CORPORATION

The terms and conditions of the merger, the mode of carrying the same into effect, and the manner of converting the shares of King Paper Limited Corp. ("KING FL") into shares of King Sales Inc. ("KING NV") are as follows:

- a. On the effective date of the merger, for each CLASS A voting share of no par value of KING FL and each CLASS B non-voting share of no par value of KING FL, which shall be issued and outstanding and not owned by KING FL or by KING NV, shall each be converted into THIRTY ONE and TWENTY FIVE HUNDREDTHS (31.25) common shares of KING NV stock of \$1 par value.
- b. On the effective date of the merger, each common share of \$1 par value of KING NV, which shall be owned by KING FL, shall be retired and all rights in respect thereof shall cease.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The name of the surviving Company shall be changed to King Paper Limited Corp.

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