

MAR-13-2014 11:06

MCCARTHY SUMMERS

772-283-1803 P.01

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MERGER OR SHARE EXCHANGE
Zaninetti Enterprises, Inc.

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R. WHITE

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SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ZANINETTI ENTERPRISES, INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

ARTICLE 1

The name of the surviving Corporation is ZANINETTI ENTERPRISES, INC., and the jurisdiction is Florida. The Document Number is P14000015859.

ARTICLE 2

The name of the merging Corporation is ZANINETTI ENTERPRISES, INC. The jurisdiction of the merging Corporation is Maine. The Document Number is 19911100D.

ARTICLE 3

The Plan of Merger is attached.

ARTICLE 4

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

ARTICLE 5

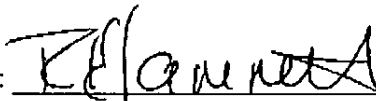
Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the shareholders of the surviving corporation on March 11, 2014.

ARTICLE 6

Adoption of Merger by merging corporation: The Plan of merger was adopted by the shareholders of the merging corporation on March 11, 2014.

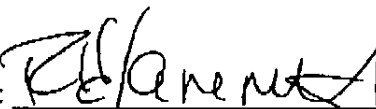
SURVIVING CORPORATION:

**ZANINETTI ENTERPRISES, INC., a
Florida corporation**

By: 
RANDOLPH H. ZANINETTI, President

MERGING CORPORATION:

**ZANINETTI ENTERPRISES, INC., a
Maine corporation**

By: 
RANDOLPH H. ZANINETTI, President

PLAN OF MERGER

THIS PLAN OF MERGER ("MERGER"), dated as of the 12th day of March, 2014, between ZANINETTI ENTERPRISES, INC., a Maine corporation (the "Maine Corporation"), and ZANINETTI ENTERPRISES, INC., a Florida corporation to be formed as hereinafter provided (the "Florida Corporation"), is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

WITNESSETH:

WHEREAS, the Maine Corporation is a corporation and existing under the laws of the State of Maine, with its principal office at 18 Nubble Road, Post Office Box 249, York Beach, ME 03910 and;

WHEREAS, Randolph H. Zaninetti (the "Shareholder"), is the current sole Shareholder of the Maine Corporation; and

WHEREAS, the Shareholder owns 100% of all issued and outstanding capital stock of the Maine corporation; and

WHEREAS, the Shareholder is forming the Florida Corporation under the laws of the State of Florida, and will own 100% of the issued and outstanding capital stock of the Florida Corporation; and

WHEREAS, the Shareholder has determined that it is in the best interest of the Shareholder and the Maine Corporation to merge the Maine Corporation into the Florida Corporation in a transaction intended to qualify as a change in legal form without income tax consequence under Section 368 (f) of the Internal Revenue Code, and will be a continuation of the Maine Corporation's business.

NOW, THEREFORE, the parties to this Merger in consideration of the premises and the mutual covenants, agreements and provisions herein contained, do hereby agree that the Maine Corporation shall be merged into the Florida Corporation, and do hereby further agree upon and prescribe the terms and conditions of said merger and the manner of exchanging the Maine Corporation stock interests with the stock interests in the Florida Corporation, as follows:

1. On the Effective Date (as hereinafter defined) the Maine Corporation shall be merged into the Florida Corporation.

2. The manner of exchanging the Maine Corporation stock interests with the Florida Corporation stock interests shall be as follows:

- (a) Each share of stock in the Maine Corporation (and fraction thereof) on the Effective Date shall, without any action on the part of the Shareholder, shall be

exchanged with an equal number of shares of stock in the Florida Corporation.

- (b) Immediately following the Effective Date, the stock interests of the Florida Corporation shall be owned as follows:

Randolph H. Zaninetti	100.00%
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3. The terms and conditions of the merger hereunder are as follows:

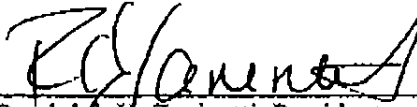
- (a) Each party shall pay its share of the expenses of carrying this Plan of Merger into effect and of accomplishing the merger contemplated herein.
- (b) On the Effective Date of the merger, the separate existence of the Maine Corporation shall cease. Title to all of the Maine Corporation's property, real and personal, and all debts due to the Maine Corporation shall be vested in the Florida Corporation, and all property, rights, privileges, powers, franchises and all other interests of the Maine Corporation shall thereafter be the property of the Florida Corporation, and all debts, liabilities and duties of the Maine Corporation shall thereafter attach to the Florida Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Florida Corporation.
- (c) If at any time the Florida Corporation shall consider or be advised that further conveyances, assignments or assurances in the law or any things are necessary or desirable to vest in the Florida Corporation, according to the terms hereof, the title to any property, rights, privileges or franchises of the Maine Corporation, the proper officers, directors and Shareholders of both parties hereof shall and will execute and make all the proper assignments and assurances in the law and do all thing necessary to vest in the Florida Corporation title and possession of all such property, rights, privileges and franchises, and otherwise carry out the purposes of this Plan of Merger.
- (d) The Articles of Incorporation of Zaninetti Enterprises, Inc., a Florida Corporation, (the "Articles of Incorporation") in the form attached hereto as Exhibit A, shall be filed with the Florida Department of State and the Shareholders shall adopt as the ByLaws of the Florida Corporation the instrument attached hereto as Exhibit B.
- (e) On the Effective Date, the President of the Florida Corporation shall be Randolph H. Zaninetti.

4. This Plan of Merger will become effective when it has been duly adopted and accepted by the Shareholders.

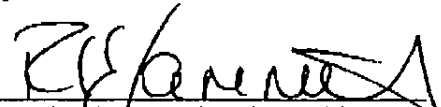
5. The Effective Date of the merger shall be the date that Articles of Merger are filed with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, this Plan of Merger is signed and sealed by the undersigned Shareholders of the Maine Corporation and by the Shareholders of the Florida Corporation as of the day and year first above written.

ZANINETTI ENTERPRISES, INC., a Maine Corporation

By: 
Randolph H. Zaninetti, President

ZANINETTI ENTERPRISES, INC., a Florida Corporation

By: 
Randolph H. Zaninetti, President

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State of Florida

Exhibit "A"

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ZANINETTI ENTERPRISES, INC., a Florida corporation, filed on February 19, 2014 effective February 19, 2014, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H14000041028. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P14000015859.

Authentication Code: 714A00003870-022014-P14000015859-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twentieth day of February, 2014



Ken Belzner
Ken Belzner
Secretary of State

February 20, 2014

ZANINETTI ENTERPRISES, INC.
334 NETTLES BLVD.
JENSEN BEACH, FL 34957

The Articles of Incorporation for ZANINETTI ENTERPRISES, INC. were filed on February 19, 2014, effective February 19, 2014, and assigned document number P14000015859. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H14000041028.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section
Division of Corporations

Letter Number: 714A00003870