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MERGER OR SHARE EXCHANGE

Essex (U.S.) Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$113.75

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Effective date:
Nov. 30th, 2014

* Name Change
within merger *
to:

Essex Enterprises
Inc.

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EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FOR

FRANDA INC.

(a Florida corporation)

-and-

ESSEX ENTERPRISES INC.

(a Florida corporation)

WITH AND INTO

ESSEX (U.S.) INC.

(a Florida corporation)

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

1. Name and Jurisdiction of Surviving Corporation. The exact name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Essex (U.S.) Inc.	Florida	P14000086852

2. Names and Jurisdictions of Merging Corporations. The exact name and jurisdiction for each merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Franda Inc.	Florida	P07000062165
Essex Enterprises Inc.	Florida	578631

3. Plan of Merger. The Plan of Merger is attached hereto as Exhibit A.

4. Effective Date. The effective date of the merger shall be November 30, 2014.

5. Adoption of Plan of Merger. The Plan of Merger was adopted by the shareholders and board of directors of the surviving corporation by written consent dated November 24, 2014, and by the shareholders and board of directors of the merging corporations by written consent dated November 24, 2014. The Plan of Merger has been adopted in accordance with the applicable provisions of Chapter 607, Florida Statutes.

6. Articles of Incorporation. The Articles of Incorporation of the surviving corporation are amended by deleting Article 1 in its entirety and inserting the following section in its place:

"ARTICLE I


The name of the corporation is ESSEX ENTERPRISES INC."

[SIGNATURE BLOCKS ON FOLLOWING PAGE]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

DISAPPEARING CORPORATIONS:

FRANDA INC., a Florida corporation

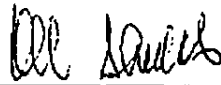
By: 
David Shields, President

ESSEX ENTERPRISES INC., a Florida corporation

By: 
David Shields, President

SURVIVING CORPORATION:

ESSEX (U.S.) INC., a Florida corporation

By: 
David Shields, President

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(5/8)

EXHIBIT A
PLAN OF MERGER

4878-0911-9470 :
30045/0000

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is entered into this 24th day of November, 2014 by and between **Franda, Inc.**, a Florida corporation ("Franda") and **Essex Enterprises Inc.** ("Essex", and collectively with Franda, the "Disappearing Corporations"), and **Essex (U.S.) Inc.**, a Florida corporation (the "Surviving Corporation").

R E C I T A L S:

A. Each of the Disappearing Corporations and the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. The directors of each of the Disappearing Corporations and the Surviving Corporation believe that the merger of the Disappearing Corporations into the Surviving Corporation would be advantageous and beneficial to the respective shareholders of those corporations.

C. Each of the Disappearing Corporations and the Surviving Corporation has agreed that the Disappearing Corporations shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transactions described above, the Disappearing Corporations and the Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. **Merger.** The Disappearing Corporations shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"). The effective date of the merger (the "Effective Date") shall be November 30, 2014.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence pursuant to the provisions of the FBCA, and all the property, rights, privileges, powers and franchises of each of the Surviving Corporation and the Disappearing Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of each of the Surviving Corporation and the Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Corporation. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall remain the Articles of Incorporation and the Bylaws of the Surviving Corporation; provided, however, that the Articles of Incorporation of the Surviving Entity will be amended on the Effective Date to change the name of the Surviving Corporation to Essex Enterprises Inc.

4. **Directors and Officers.** The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. **Disappearing Corporation.** The separate existence of the Disappearing Corporations shall cease upon the Effective Date of the merger.

6. **Terms of the Merger.** There is one entity who is the sole shareholder of the Disappearing Corporations and the Surviving Corporation. Therefore, the issued shares of the Disappearing Corporations shall not be converted or exchanged in any manner or any consideration paid therefor, and whether issued and outstanding or held by the Disappearing Corporations in its treasury, shall be cancelled and retired. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

7. **Approval.** The transactions contemplated by this Plan have previously been submitted to and approved by the sole shareholder and the Boards of Directors of each of the Disappearing Corporations and the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of each of the Disappearing Corporations and the Surviving Corporation, the proper officers of each corporation shall cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as may be necessary or proper to render effective the merger contemplated by this Plan.

8. **Governing Law.** This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

9. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

10. **Counterparts.** This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[SIGNATURE BLOCKS ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan as of the date first above written.

"DISAPPEARING CORPORATIONS"

FRANDA, INC.

By: _____


David Shields, President

ESSEX ENTERPRISES INC.

By: _____


David Shields, President

"SURVIVING CORPORATION"

ESSEX (U.S.) INC., a Florida corporation

By: _____


David Shields, President