

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
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**MERGER OR SHARE EXCHANGE
ART IN VOYAGE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$70.00

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Corporate Filing Menu

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**CERTIFICATE OF MERGER
AND
ARTICLES OF MERGER
OF**

ART IN VOYAGE, INC.
(A Delaware Corporation)
AND
ART IN VOYAGE USA, INC.
(A Florida Corporation)

2019 FEB 20 A 11:33

RECORDED & INDEXED
MAR 14 2019

Pursuant to Section 607.1109, Florida Statutes, and Title 8, Section 252 of the Delaware General Corporation Law, Art in Voyage, Inc., A Delaware corporation (the "Surviving Corporation") with its principal address at 8 The Green, Ste A, Dover, DE 19901, hereby Adopts the following Certificate of Merger/Articles of Merger for the purpose of merging Art in Voyage USA, Inc., a Florida Corporation (the "Merged Entity") with its principal address at 7512 Dr. Philips Blvd, Suite 50-196, Orlando, FL 32819, into the Surviving Corporation.

ARTICLE I

Art in Voyage USA, Inc. shall be merged with and into Art in Voyage, Inc., the separate existence of Art in Voyage USA, Inc. shall cease and Art in Voyage, Inc. shall survive the Merger and shall continue to be governed by the laws of the State of Delaware.

ARTICLE II

The Agreement and Plan of Merger attached as Exhibit A was approved by the shareholders of the Surviving Corporation and the shareholders of the Merged Entity in accordance with the Florida Business Corporation Act and the Delaware General Corporation Law.

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ARTICLE III

The Agreement and Plan of Merger was approved by the shareholders of Art in Voyage, Inc. and shareholders of Art in Voyage USA, Inc. on February 1, 2019 in accordance with the Florida Business Corporation Act and the Delaware General Corporation Law.

ARTICLE IV

The Certificate of Incorporation of the Surviving Corporation is filed with the Division of Corporations of the State of Delaware. The Surviving Corporation's principal place of business is 8 The Green, Ste A, Dover, DE 19901. A copy of the Certificate of Incorporation is maintained in the corporate offices of the Surviving Corporation.

ARTICLE V

The Merger shall become effective upon filing with the Delaware Division of Corporations (the "Effective Date").

IN WITNESS WHEREOF, the undersigned sign these Certificate of Merger/Articles of Merger as of this 1st day of February, 2019.

ART IN VOYAGE, INC.
a Delaware Corporation

By: 

Frank C. "Mikael" Audebert
President

ART IN VOYAGE USA, INC.
a Florida Corporation

By: 

Frank C. "Mikael" Audebert
President

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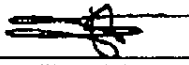
VERIFICATION OF CERTIFICATE OF MERGER AND ARTICLES OF MERGER

**BY
THE PRESIDENT OF ART IN VOYAGE, INC.
AND
THE PRESIDENT OF ART IN VOYAGE USA, INC.**

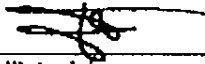
The undersigned, the duly elected President of Art in Voyage, Inc., and the duly elected President of Art in Voyage USA, Inc. verify on behalf of Art in Voyage, Inc. and Art in Voyage USA, Inc. that the foregoing Certificate of Merger and Articles of Merger were authorized and approved by governing bodies of both entities in accordance with the provisions of the Florida Business Corporations Act and Delaware General Corporation Law.

This Verification is signed as of February 1, 2019.

ART IN VOYAGE, INC.
a Delaware Corporation

By: 
Frank C. "Mikael" Audebert
President

ART IN VOYAGE USA, INC.
a Florida Corporation

By: 
Frank C. "Mikael" Audebert
President

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER
OF
ART IN VOYAGE, INC.
AND
ART IN VOYAGE USA, INC.

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**AGREEMENT AND PLAN OF MERGER
OF
ART IN VOYAGE, INC.
(A Delaware Corporation)
AND
ART IN VOYAGE USA, INC.
(A Florida Corporation)**

This Agreement and Plan of Merger dated as of February 1, 2019 (the "Agreement") is entered into by and between Art in Voyage, Inc., a Delaware Corporation ("DE ART, INC."), and Art in Voyage USA, Inc., a Florida Corporation ("FL ART, INC."). DE ART, INC. and FL ART, INC. may collectively be referred to herein as the "Constituent Entities."

Recitals

1. DE ART, INC. is a corporation duly organized and existing under the laws of the State of Delaware and has 1,000 shares of authorized capital stock. As of February 1, 2019, 1,000 shares of common stock were issued and outstanding.
2. FL ART, INC. is a corporation duly organized and existing under the laws of the State of Florida and has 1,000 shares of authorized capital stock. As of February 1, 2019, 1,000 shares of common stock were issued and outstanding.
3. The governing bodies of each of the Constituent Entities have determined it is desirable and in the best interest of the Constituent Entities that FL ART, INC. be merged into DE ART, INC. with DE ART, INC. being the surviving corporation.
4. The respective governing bodies of each of the Constituent Entities have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, DE ART, INC. and FL ART, INC. hereby agree, and, subject to the terms and

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conditions hereinafter set forth, pursuant to Section 607.1108 and Section 607.1109 Florida Statutes, and Title 8, Section 252 of the Delaware General Corporation Law, as follows:

ARTICLE I
DESIGNATION OF SURVIVING CORPORATION

In accordance with the provisions of this Agreement, the Florida Business Corporation Act, and the Delaware General Corporation Law, FL ART, INC. shall be merged with and into DE ART, INC. (the "Merger"), the separate existence of FL ART, INC. shall cease and DE ART, INC. shall survive the Merger and shall continue to be governed by the laws of the State of Delaware. DE ART, INC. shall be, and is herein sometimes referred to as, the "Surviving Corporation."

ARTICLE II
PRINCIPAL OFFICE

The principal office of DE ART, INC. shall remain the principal office of the Constituent Entities following the Merger.

ARTICLE III
TERMS AND CONDITIONS OF MERGER

The Merger will be consummated upon (a) this Agreement having been approved by the governing bodies of both the Constituent Entities, and (b) Articles of Merger of the Constituent Entities having been filed in accordance with Florida Law and Delaware Law. The Merger will be consummated in accordance with the terms set forth in this Agreement.

ARTICLE IV
CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

I. Certificate/Articles of Incorporation. Upon the effectiveness of the Merger, the Certificate of Incorporation of DE ART, INC. as in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the

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Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2. Bylaws. The Bylaws of DE ART, INC. as in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

3. Directors and Officers. The directors and officers of DE ART, INC. immediately prior to the effective date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation, or the Bylaws of the Surviving Corporation.

ARTICLE V
CONVERSION OF SECURITIES

1. FL ART, INC. Common Stock. Upon the Effective Date of the Merger, the shares of FL ART, INC. shall, by virtue of the Merger and without any action by the Constituent Entities, be changed and converted into and exchanged for 500 shares of common stock of the Surviving Corporation. Therefore, every 2 shares in FL ART, INC., shall be exchanged for 1 share of common stock of the Surviving Corporation.

2. DE ART, INC. Common Stock. Upon the Effective Date of the Merger, the shares of DE ART, INC. shall, by virtue of the Merger and without any action by the Constituent Entities, be changed and converted into and exchanged for 500 shares of common stock of the Surviving Corporation. Therefore, every 2 shares in DE ART, INC., shall be exchanged for 1 share of common stock of the Surviving Corporation.

3. Impact of Transaction. the following shall or shall be deemed to have occurred:

- a. Classification of Surviving Corporation. For Federal income tax purposes, the Surviving Corporation shall continued to be classified as a Corporation.

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- b. Continuation of Business. The Surviving Corporation shall continue the business of FL ART, INC. and the Surviving Corporation.
- c. Taxable Year. The taxable year of FL ART, INC. shall be closed as a result of the Merger.
- d. TIN/EIN. The TIN/EIN of FL ART, INC. shall be the EIN of the Surviving Corporation.

ARTICLE VI
NO EXTRAORDINARY TRANSACTIONS

Neither DE ART, INC. nor FL ART, INC. shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

ARTICLE VII
SUBMISSION TO GOVERNING BODIES AND EFFECTIVE DATE

The Merger shall take place when (a) this Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Entity in accordance with the requirements of the Florida Business Corporation Act and the Delaware General Corporation Law and (b) an executed Certificate of Merger and Articles of Merger have been filed with the Secretary of State of the State of Florida and related documents with the Division of Corporations of the State of Delaware. The Merger shall become effective upon filing with the Division of Corporations of the State of Delaware (the "Effective Date").

ARTICLE VIII
EFFECT OF THE MERGER

Upon the Effective Date of the Merger, (a) the Constituent Entities merge into the Surviving Corporation and the separate existence of FL ART, INC. ceases; (b) the title to all real estate and other property, or any interest therein, owned by the Constituent Entities is vested in

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the Surviving Corporation without reversion or impairment; (c) the Surviving Corporation shall thereafter be responsible and liable for all the liabilities and obligations of the Constituent Entities; (d) any claim existing or action or proceeding pending by or against the Constituent Entities may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for FL ART. INC.; and (e) neither the rights of creditors nor any liens upon the property of the Constituent Entities shall be impaired by the Merger.

ARTICLE IX
ABANDONMENT AND AMENDMENT OF PLAN

1. Abandonment. At any time before the filing of this Agreement with the Secretary of the State of the State of Florida and Division of Corporations of the State of Delaware, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by either of the governing boards of the Constituent Entities, notwithstanding the approval of this Agreement by the shareholders.

2. Amendment. The governing boards of the Constituent Entities may amend this Agreement at any time prior to the filing of this Agreement with the Secretary of the State of the State of Florida and Division of Corporations of the State of Delaware.

ARTICLE X
GENERAL

1. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation.

2. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

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3. Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the governing bodies of DE ART, INC. and FL ART, INC., is hereby executed on behalf of each of such two entities by their respective officers thereunto duly authorized.

ART IN VOYAGE, INC.
a Delaware Corporation

By: _____


Frank C. "Mikael" Audebert
President

ART IN VOYAGE USA, INC.
a Florida Corporation

By: _____


Frank C. "Mikael" Audebert
President

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**CERTIFICATE OF ADOPTION
OF
AGREEMENT AND PLAN OF MERGER BY
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
ART IN VOYAGE USA, INC.
(a Florida Corporation)**

I, Frank C. "Mikael" Audebert, President and Secretary of Art in Voyage USA, Inc a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Art in Voyage USA, Inc., a corporation of the State of Florida, was duly submitted to the stockholders of Art in Voyage USA, Inc. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement and Plan of Merger, that 1,000 shares of stock of said corporation were on said date issued and outstanding and that the holders of 1,000 shares voted by ballot in favor of said Agreement and Plan of Merger and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of said Art in Voyage USA, Inc. and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Art in Voyage USA, Inc. on this 1st day of February, 2019.

By: 

Frank C. "Mikael" Audebert

President and Secretary

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**CERTIFICATE OF ADOPTION
OF
AGREEMENT AND PLAN OF MERGER BY
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
ART IN VOYAGE, INC..
(a Delaware Corporation)**

I, Frank C. "Mikael" Audebert, President and Secretary of Art in Voyage, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Art in Voyage, Inc... a corporation of the State of Delaware, was duly submitted to the stockholders of Art in Voyage, Inc.. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement and Plan of Merger, that 1,000 shares of stock of said corporation were on said date issued and outstanding and that the holders of 1,000 shares voted by ballot in favor of said Agreement and Plan of Merger and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Art in Voyage, Inc.. and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Art in Voyage, Inc. on this 1st day of February, 2019.

By: 

Frank C. "Mikael" Audebert

President and Secretary

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