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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
SEAC USA CORP.

Certificate of Status	0
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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)
SEAC USA CORP.	FLORIDA	P15000091880

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)	<u>EFFECTIVE DATE</u>
SEAC USA CORP.	NEW YORK	NA	12-31-15

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 12 / 31 / 2015 (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 DECEMBER 10, 2015

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 DECEMBER 10, 2015

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)

SECRETARY OF STATE
DIVISION OF CORPORATION

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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:

Name

Jurisdiction

SEAC USA CORP.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SEAC USA CORP.

NEW YORK

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

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:

Each issued share of the terminating corporation shall upon the effective time of the merger, be extinguished. The issued shares of the surviving entity shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving entity.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
NOT APPLICABLE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
NONE