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**MERGER OR SHARE EXCHANGE
AQUAZUL USA INC.**

Certificate of Status	1
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ARTICLES OF MERGER

OF

PICCADILLY USA, INC.

WITH AND INTO

AQUAZUL USA INC.

Pursuant to the provisions of Section 607.1101 and 607.1105, Florida Statutes, these Articles of Merger provide that:

1. PICCADILLY USA, INC., a Florida corporation, Document No. P10000027509, (the "Merging Corporation"), shall be merged with and into AQUAZUL USA INC., a Florida corporation, Document No. P16000008393 (the "Surviving Corporation"), which shall be the surviving entity.

2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto as Exhibit "A."

3. The Plan was adopted by the shareholders and directors of the Merging Corporation by unanimous written consent on February 10, 2016.

4. The Plan was adopted by the shareholders and directors of the Surviving Corporation by unanimous written consent on February 10, 2016.

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

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their authorized officers this 10th day of February, 2016.

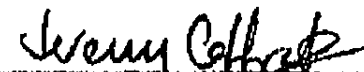
Merging Corporation:

Surviving Corporation:

PICCADILLY USA, INC.

AQUAZUL USA INC.

By:



Jeremy A.C. Cofferati, as President

By:



Jeremy A.C. Cofferati, as President

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is made this 10th day of February, 2016, by and between **PICCADILLY USA, INC.**, a Florida corporation (the "Merging Corporation"), and **AQUAZUL USA INC.**, a Florida corporation (the "Surviving Corporation"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, Surviving Corporation was incorporated in the State of Florida on January 28, 2016, and has authorized capital stock of One Thousand (1,000) shares of common stock having \$1.00 par value (all of which are entitled to vote), and of which all One Thousand (1,000) shares are duly issued and outstanding and are owned by Aquazul Corporation Ltd., a Bahamian corporation; and

WHEREAS, Merging Corporation was duly incorporated in the State of Florida on March 30, 2010, and has authorized capital stock of One Thousand (1,000) shares of common stock having no par value (all of which are entitled to vote), and of which all One Thousand (1,000) shares are duly issued and outstanding and are owned by Piccadilly Holdings S.A., a Bahamian corporation; and

WHEREAS, the sole shareholder and sole director of the Merging Corporation and the sole shareholder and sole director of the Surviving Corporation deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted Resolutions on February 10, 2016, which provide that, pursuant to the applicable provisions of the Florida Business Corporation Act, the Merging Corporation shall be merged with and into the Surviving Corporation in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

EXHIBIT "A"

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1. Recitals. The recitals hereinafore are true and correct and are incorporated herein.
2. Agreement to Merge. The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.
3. Name of Surviving Corporation. The name of the Surviving Corporation shall become: AQUAZUL USA INC.
4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.
5. By-Laws. The By-Laws of the Surviving Corporation in effect on the Effective Date of the merger will be the By-Laws of said Surviving Corporation and will continue in full force and effect.
6. Management. The Surviving Corporation shall continue to be managed under the direction of the Board of Directors of the Surviving Corporation, except as may be otherwise provided by law or in the Articles of Incorporation and/or By-Laws of the Surviving Corporation.
7. Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into ownership interests of the Surviving Corporation, shall be as follows:
 - a. Since all of the issued and outstanding shares in the Merging Corporation are owned by an entity, the shareholder of which is the same, in the same percentages, as the shareholder of the entity which owns all of the issued and outstanding shares in the Merging Corporation, then no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholder of the Merging Corporation after the Effective Date. Upon the Effective Date of the merger, the sole shareholder of the Merging Corporation shall surrender its stock certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The

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then issued and outstanding stock of the Surviving Corporation shall continue thereafter to constitute all of the issued and outstanding stock in the Surviving Corporation.

8. Adoption of Plan. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by the sole shareholder and the sole director of the Surviving Corporation and by the sole shareholder and the sole director of the Merging Corporation.

9. Execution of Documents. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. Authorization of Directors and Officers. The Board of Directors and the proper officers of the Merging Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. Effective Date. This Plan shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. Right to Abandon Merger. The Board of Directors of the Merging Corporation and/or the Board of Directors of the Surviving Corporation, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

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IN WITNESS WHEREOF, the Constituent Entities have caused their respective corporate names to be signed hereto, by their respective officers, who are duly authorized by the respective Board of Directors and shareholders of the Constituent Entities.

MERGING CORPORATION:

SURVIVING CORPORATION:

PICCADILLY USA, INC.

AQUAZUL USA INC.

By Jeremy Caffera
Jeremy A.C. Caffera, as President

By Jeremy Caffera
Jeremy A.C. Caffera, as President

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