

P16000025536

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TALLAHASSEE, FLORIDA

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TECHNOLOGY & ENTREPRENEURIAL
VENTURES LAW GROUP P.C.

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March 28, 2016

VIA FEDERAL EXPRESS

Express Saver Delivery
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Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Purichem Specialty Chemicals, Inc.
Articles of Merger

Dear Office of the Secretary of State:

Please find enclosed the following materials with regard to filing the Articles of Incorporation for the above-referenced business:

1. Articles of Merger (in duplicate);
2. Check in the amount of Seventy Dollars (\$70.00) in payment of the filing fee; and
3. A self-addressed stamped envelope and a copy of the filing documents for confirmation of the filed date.

Thank you for your assistance in this matter.

Very truly yours,

Z E G A R E L L I
Technology & Entrepreneurial
Ventures Law Group, P.C.

By: /Gregg Zegarelli/
Gregg R. Zegarelli

STATE OF FLORIDA
DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES OF MERGER
OF
PURICHEM SPECIALTY CHEMICALS, INC.

The following articles of merger are submitted in accordance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes:

1. Surviving Corporation. The name of the corporation surviving the merger is:

PURICHEM SPECIALTY CHEMICALS, INC.
P16000025536

The surviving corporation is formed under the laws of the State of Florida and its principal office under the laws of such domiciliary jurisdiction is: 3380 Jaywood Terrace, J-125, Boca Raton, FL 33431, USA.

2. Merging Corporations. The name and address of each other merging corporation is: PURICHEM SPECIALTY CHEMICALS, INC., a Pennsylvania corporation, 421 Heights Drive, Gibsonsia, PA 15044-6032, USA.

3. Plan of Merger. The plan of merger is attached.

4. Plan of Merger. The merger shall become effective on April 1, 2016.

5. Manner of Adoption by Surviving Corporation. PURICHEM SPECIALTY CHEMICALS, INC., a Florida corporation, adopted the plan of merger by unanimous written consent of the shareholders and directors on March 18, 2016.

6. Manner of Adoption by Merger Corporation. PURICHEM SPECIALTY CHEMICALS, INC., a Pennsylvania corporation, adopted the plan of merger by unanimous written consent of the shareholders and directors on March 18, 2016. This corporation shall disappear.

2016 MAR 29 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN TESTIMONY WHEREOF, the undersigned, has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this:

March 22, 2016.

PURICHEM SPECIALTY CHEMICALS, INC.

By: Vijay Kumar Doshi
Vijay Puri, President

PURICHEM SPECIALTY CHEMICALS, INC.

By: Vijay Kumar Doshi
Vijay Puri, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION
(this "Plan")

ADOPTED AND AGREED as of March 18, 2016, unanimously by all shareholders pursuant to applicable law:

PURICHEM SPECIALTY CHEMICALS, INC. [PA], ("**PURICHEM_PA**"), a Pennsylvania corporation, with a registered office at 421 Heights Drive, Gibsonia, PA 15044-6032, USA

and

PURICHEM SPECIALTY CHEMICALS, INC. [FL], ("**PURICHEM_FL**"), a Florida corporation, with a registered office at 3380 Jaywood Terrace, J-125, Boca Raton, FL 33431, USA.

Background

A. The authorized capital stock of **PURICHEM_PA** consists of One Thousand (1,000) shares of Common Stock with a par value of One Cent (\$0.01) per share (the "**PURICHEM_PA Common Stock**"), Five Hundred (500) of which shares have been issued to Vijay Puri and Rita Puri prior to the Merger (as defined below).

B. The authorized capital stock of **PURICHEM_FL** consists of One Thousand (1,000) shares of Common Stock with a par value of One Cent (\$0.01) per share (the "**PURICHEM_FL Common Stock**"), of which Five Hundred (500) shares have been issued to Vijay Puri and Rita Puri prior to the Merger.

C. The board of directors of each of the parties intend for this Plan and the transactions underlying this Plan to be carried out in a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended.

D. The board of directors and shareholders of each of the parties hereto have approved this Plan upon the terms and conditions hereinafter set forth herein. This Plan can be terminated upon action by the board of directors of **PURICHEM_PA**.

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

NOW, THEREFORE, the signatories below hereby adopt and agree to this Plan, as follows:

1. **Background Acknowledgement.** The Background is hereby incorporated into this Plan by this reference as if stated in full herein.

2. **Reorganization.** The shareholders of both corporations desire to have a corporate location where a family member of the shareholders is available to operate the Corporation. Accordingly, the shareholders desire to move the place of organization of PURICHEM_PA. Upon PURICHEM_FL having acquired all or substantially all of the assets, liability and membership interests in PURICHEM_PA, then PURICHEM_FL shall be merged into PURICHEM_PA (the "**Merger**"). Each shareholder of PURICHEM_PA shall receive one (1) fully paid share of PURICHEM_FL for each one (1) share owned in PURICHEM_PA. All assets and liabilities of PURICHEM_PA shall thereupon become the assets and liabilities of PURICHEM_FL. Upon the Merger, the existence of PURICHEM_PA shall end and disappear.

3. **Certificate of Incorporation.** The Certificate of Incorporation of PURICHEM_FL in effect on the date of the Merger shall continue and survive in full force and effect as the Certificate of Incorporation resulting from the Merger and the certificate of PURICHEM_PA shall disappear by virtue of the Merger.

4. **Effective Date; Termination Option.** The Merger shall take place effective April 1, 2016 (the "**Effective Date**"), provided, however, this Plan may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan by the respective shareholders of any of the parties, if the board of directors of PURICHEM_PA duly adopts a resolution abandoning this Plan.

5. **Interpretation.** All questions of interpretation regarding this Plan shall be determined by the board of directors of PURICHEM_PA.

Executed on the day and year first written above.

PURICHEM SPECIALTY CHEMICALS, INC. [PA]

By: Vijay Kunal Puri
Vijay Puri, President

PURICHEM SPECIALTY CHEMICALS, INC. [FL]

By: Vijay Kunal Puri
Vijay Puri, President

Shareholders

Vijay Kunal Puri
Vijay Puri

Vijay Kunal Puri for Rita Puri/POA
Rita Puri / POA