

P16000091133

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SGM Lighting Inc.

Certificate of Status	0
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November 16, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SGM MERGER SUB INC.
10900 PALMBAY DRIVE
ORLANDO, FL 32824

SUBJECT: SGM MERGER SUB INC.
REF: P16000091133

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

On the surviving line you have the corporation name as SGM LIGHTING INC. a FLORIDA CORPORATION with the document number as P16000091133. The nameshould be SGM MERGER SUB INC. The merging corporation is SGM LIGHTING INC. Please make the corrections and refax.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

FAX Aud. #: E16000281780
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ARTICLES OF MERGER

(Profit Corporations)

2016 NOV 16 A 11:55

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)
SGM Merger Sub Inc.	Florida	P16000091133

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SGM Merger Sub Inc.	Florida	P16000091133
SGM Lighting Inc.	Delaware	5639968

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 ____ / ____ / ____ (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.)

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 November 15, 2016.

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)

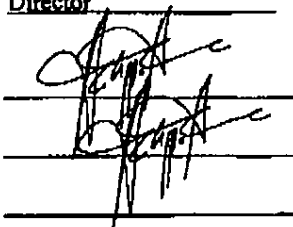
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 15, 2016.

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)

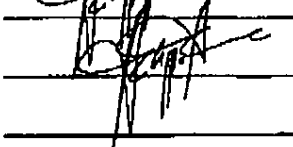
Seventh: SIGNATURES FOR EACH CORPORATION**Name of Corporation****Signature of an Officer or
Director****Typed or Printed Name of Individual & Title**

SGM Lighting Inc.



Filippo Prigeri, President

SGM Merger Sub Inc.



Filippo Prigeri President

**PLAN OF MERGER BY AND BETWEEN
SGM LIGHTING INC.,
SGM MERGER SUB INC.
AND
SGM LIGHT A/S**

THIS PLAN OF MERGER (this "Plan") is made on November 15, 2016 by and between SGM LIGHTING INC., a Delaware corporation (the "Merging Corporation"), SGM MERGER SUB INC., a Florida corporation (the "Surviving Corporation") (the Merging Corporation and Surviving Corporation together, the "Merger Parties") and SGM LIGHT A/S, A Danish corporation ("SGM Light") pursuant to and in accordance with the provisions of the Delaware General Corporations Laws, as amended, and the Florida Business Corporations Act, as amended.

RECITALS

WHEREAS, Surviving Corporation is a business corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, Merging Corporation is a business corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, Surviving Corporation has authorized capital of One Thousand (1,000) shares of common stock, par value \$0.01 per share ("Surviving Corporation Stock"), One Hundred (100) shares of which are issued and outstanding and owned of record and beneficially by SGM Light;

WHEREAS, Merging Corporation has authorized capital of One Thousand (1,000) shares of common stock, par value \$0.01 per share ("Surviving Corporation Stock"), One Hundred (100) shares of which are issued and outstanding and owned of record and beneficially by SGM Light;

WHEREAS, the board of directors and sole shareholder of Merging Corporation, and the board of directors and sole shareholder of Surviving Corporation, have determined that it is advisable and in the best interests of the Merger Parties that Merging Corporation be merged with and into Surviving Corporation (the "Merger") upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the laws of the States of Delaware and Florida.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the parties agree as follows:

ARTICLE I

Merger; Effective Date

1.1 Merger. Merging Corporation shall be merged with and into Surviving Corporation in accordance with the applicable laws of the States of Delaware and Florida.

1.2 Effective Date. The effective date of the Merger shall be November 15, 2016 (the "Effective Date").

1.3 Survival of the Merger. On the Effective Date, the separate existence of Merging Corporation shall cease and Surviving Corporation shall survive the Merger and continue doing business as a Florida corporation.

- 1.4 **Name.** The name of Surviving Corporation shall be "SGM Lighting Inc."

ARTICLE II

By-Laws; Articles of Incorporation

2.1 **Bylaws.** On the Effective Date, the bylaws of Merging Corporation shall continue in effect, and shall remain in effect until changed or amended as provided in such bylaws or by the Florida Business Corporations Act.

2.2 **Articles of Incorporation.** On the Effective Date, the articles of incorporation of Surviving Corporation as in effect immediately prior to the Effective Date shall be the articles of incorporation of Surviving Corporation until further changed or amended as provided in such articles of incorporation or by the Florida Business Corporations Act.

ARTICLE III

Directors & Officers

The directors of Surviving Corporation immediately prior to the Effective Date shall be the initial directors of Surviving Corporation until their resignation or removal or until their respective successors are duly elected and qualified. The officers of Surviving Corporation immediately prior to the Effective Date shall continue to be the officers of the Surviving Corporation until their resignation or removal or until their respective successors are duly elected or qualified.

ARTICLE IV

Manner of Converting

As of the Effective Date, by virtue of the Merger and without any action on the part of any stockholder of either Merging Party, the issued and outstanding shares of Merging Corporation (other than dissenting shares and shares of Surviving Corporation Stock held in the treasury of Surviving Corporation) shall convert into an amount of cash, which shall be paid to SGM Light pursuant to an agreement among the Merger Parties. Such Merging Corporation Stock, when so converted, shall no longer be outstanding and shall automatically be cancelled and retired. Furthermore, each issued and outstanding share of Surviving Corporation shall convert into one (1) of one fully paid and non-assessable share of Surviving Corporation, such that, as of the Effective Date, SGM Light shall own all of the One Hundred (100) issued and outstanding shares in Surviving Corporation. Surviving Corporation shall cancel all shares of Surviving Corporation Stock held in the treasury of Surviving Corporation without consideration delivered in exchange therefor.

[Signature page follows.]

IN WITNESS WHEREOF, each of the Merger Parties executes this Plan of Merger on the date and year first above written.

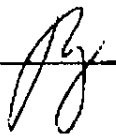
SGM LIGHTING INC., a Delaware corporation

By: 
Name: Filippo Frigeri
Title: President

SGM MERGER SUB INC., a Florida corporation

By: 
Name: Filippo Frigeri
Title: President

SGM LIGHT A/S, a Danish corporation

By: 
Name:
Title: