

P17000028318

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H17000087743 3)))



H170000877433ABC4

FILED  
2017 MAR 30 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P...  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (407)843-4444  
Attn: Tami Passey

EFFECTIVE DATE

March 30, 2017

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED  
17 MAR 30 PM 3:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

On Group USA, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

CC  
Merger

MAR 31 2017

I ALBRITTON

**EFFECTIVE DATE**March 30, 2017**ARTICLES OF MERGER  
OF****ON GROUP INTERNATIONAL CORPORATION, A FLORIDA CORPORATION  
WITH AND INTO  
ON GROUP USA, INC., A FLORIDA CORPORATION**

Pursuant to Section 607.1105, Florida Statutes, **ON GROUP INTERNATIONAL CORPORATION**, a Florida corporation (the "Merging Corporation") and **ON GROUP USA INC.**, a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger with respect to the merger Merging Corporation with and into Surviving Corporation (the "Merger"):

**FIRST:** The plan of merger, pursuant to the applicable provisions of the Florida Business Corporation Act, is as follows:

(a) At the "Effective Time" (as such term is hereinafter defined), Merging Corporation will be merged with and into Surviving Corporation, and Surviving Corporation will be the surviving corporation of the Merger.

(b) The terms and conditions of the Merger are as follows:

(i) The Surviving Corporation shall continue the corporate existence under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the party to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to the party to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the party to the Merger, and any claim existing or action or proceeding by or against the party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of the party will be impaired by the Merger.

(ii) The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law.

(iii) The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

FILED  
2017 MAR 30 AM 8:49  
000087743  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H17000087743 3

H17000087743 3

(iv) The directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(c) The manner and basis of converting or exchanging the shares of capital stock in Merging Corporation into shares of the capital stock in the Surviving Corporation shall be as follows:

(i) By virtue of the Merger and as of the Effective Time, the issued and outstanding shares of common stock in Merging Corporation will be converted into and become, without action on the part of the holders thereof, equal amounts of issued and outstanding shares of common stock in Surviving Corporation, with the exception of James Stewart, who will receive cash in exchange for his stock in Merging Corporation.

(ii) At and after the Effective Time, the shareholders of Merging Corporation, with the exception of James Stewart, who is receiving cash in lieu of common stock in Surviving Corporation, upon presentation and surrender of a certificate or certificates therefore to Surviving Corporation, will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Surviving Corporation's common stock to which such holders are entitled as provided in Subsection (c)(i) herein above. Until so presented and surrendered in exchange for a certificate representing common stock in Surviving Corporation, each certificate which represented issued and outstanding shares of common stock in Merging Corporation as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of common stock in Surviving Corporation into which such shares of common stock in Merging Corporation have been converted pursuant to the Merger.

(d) The Merger shall become effective upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida with an effective date of March 30, 2017 (the "Effective Date").

**SECOND:** Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of Surviving Corporation, the directors and the shareholders of Surviving Corporation approved the Merger by a Written Consent effective as of the 30th day of March, 2017, and the number of votes cast for approval was sufficient.

**THIRD:** Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of Merging Corporation, the directors and the shareholders holding more than 90% of the stock of Merging Corporation approved the Merger by a Written Consent effective as of the 30<sup>th</sup> day of March, 2017, and the number of votes cast for approval was sufficient.

H17000087743 3

IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation have caused these Articles of Merger to be signed on their behalf hereinbelow by their respective duly authorized representatives on this 30th day of March, 2017.

**ON GROUP INTERNATIONAL  
CORPORATION,**  
a Florida corporation

By: 

Tomas Javier Rios, Chief Executive Officer

**ON GROUP USA, INC.,**  
a Florida corporation

By: 

Tomas Javier Rios, Chief Executive Officer

H17000087743 3