

P17000047986

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

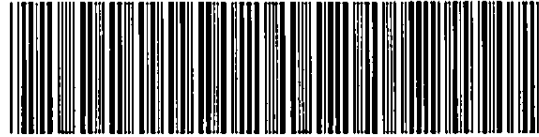
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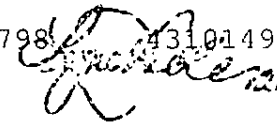
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RECEIVED

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 805798 4310149
AUTHORIZATION : 
COST LIMIT : \$ 70.00

ORDER DATE : December 2, 2024
ORDER TIME : 9:13 AM
ORDER NO. : 805798-015
CUSTOMER NO: 4310149

ARTICLES OF MERGER

LATINIA US CORP.

INTO

AZERION US INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Shauna Godbolt

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Azerion US Inc.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Giuseppe Scaravilli

Contact Person

Wiggin and Dana LLP

Firm/Company

437 Madison Avenue, Floor 35

Address

New York, NY 10022

City/State and Zip Code

gscaravilli@wiggin.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Giuseppe Scaravilli

Name of Contact Person

At (212) 551-2864

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------|---------------------|--------------------|--|
| Azerion US Inc. | Delaware | Corporation | |

SECOND: The name and jurisdiction of each merging eligible entity:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------|---------------------|--------------------|--|
| Latinia US Corp | Florida | Corporation | P17000047986 |
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| | | | |
| | | | |

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED
2024 DEC -3 PM 11:26
CLERK OF COURT
CLERK OF COURT

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☒ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

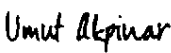
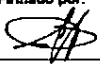
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|---|---|
| Azerion US Inc. |  DocuSigned by: Umut Akpinar | Umut Akpinar |
| Latinia US Corp |  Firmado por: 34343899686E44D... | Jose Fernandez |
| | | |
| | | |
| | | |
| | | |

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|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of an authorized person |