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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

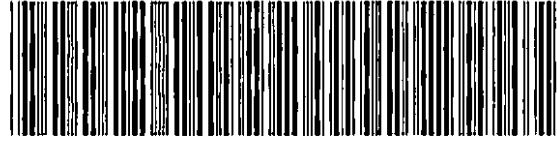
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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effective date 12/27/2017

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEC 28 2017

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserve.com
e-mail: info@incserve.com



ORDER FORM

TO Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserve.com
850.656.7953

REQUEST DATE 12/27/2017

PRIORITY Routine

OUR REF # (Order ID#) 621065

ORDER ENTITY

CERRAD CORP.

PLEASE PERFORM THE FOLLOWING SERVICES:

CERRAD CORP. (FL)

File the attached merger document

NOTES:

\$70.00 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

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DIVISION OF CORPORATIONS
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Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**STATE OF FLORIDA
ARTICLES OF MERGER
OF
A FOREIGN CORPORATION
INTO A DOMESTIC CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "**Act**"), pursuant to Section 607.1105 thereof.

- FIRST:** The name and jurisdiction of the surviving corporation is: CERRAD CORP., a Florida corporation (the "**Surviving Corporation**").
- SECOND:** The name and jurisdiction of the merging corporation is: CERRAD CORP., a New York corporation (the "**Merged Corporation**").
- THIRD:** The Agreement and Plan of Merger (the "**Plan**") is attached hereto as Exhibit A.
- FOURTH:** The merger shall become effective on **December 27, 2017**.
- FIFTH:** The Plan was approved and adopted by the board of directors and the stockholders of the Surviving Corporation as of December 27, 2017, in accordance with the requirements of Section 607.1101 of the Act.
- SIXTH:** The Plan was approved and adopted by the board of directors and the stockholders of the Merged Corporation as of December 27, 2017, in accordance with the requirements of Section 607.1101 of the Act and the merger complies with Section 607.1108(2)(d) of the Act.


[Signature Page Follows]

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first written above.

CERRAD CORP.,
a New York corporation

CERRAD CORP.,
a Florida corporation

By: 
Name: Aleksander Sznyrowski
Title: President

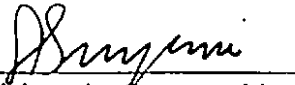
By: 
Name: Aleksander Sznyrowski
Title: President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

BETWEEN

CERRAD CORP.
a New York corporation

AND

CERRAD CORP.
a Florida corporation

This AGREEMENT AND PLAN OF MERGER (the "**Agreement**"), dated as of December 27, 2017 is made by and between Cerrad Corp., a New York corporation (the "**Merging Corporation**"), and Cerrad Corp., a Florida corporation (the "**Surviving Corporation**").

In consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of the Florida Business Corporation Act (the "**FBCA**") and the New York Business Corporation Law (the "**NYBCL**"), the parties hereto have agreed and covenanted, and do hereby agree and covenant as follows:

ARTICLE I

MERGING CORPORATION AND SURVIVING CORPORATION

1.1 The Merging Corporation was incorporated in the State of New York on April 17, 2014. The Merging Corporation has a total of two hundred (200) authorized and issued shares of common stock entitled to vote on the Merger.

1.2 The Surviving Corporation was incorporated in the State of Florida on July 24, 2017. The Surviving Corporation has a total of two hundred (200) authorized and issued shares of common stock entitled to vote on the Merger.

ARTICLE II

TERMS AND CONDITIONS OF MERGER; EFFECTIVE TIME

2.1 *Terms and Conditions of Merger.* Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation whereupon the separate existence of the Merging Corporation shall cease (the "**Merger**"). The Surviving Corporation shall continue to be governed by the laws of the State of Florida. The Merger shall have the effects specified in the FBCA and in the NYBCL and the Surviving Corporation shall succeed, without other transfer, to all of the assets and property (whether real, personal or mixed), rights, privileges, franchises, immunities and powers of the Merging Corporation, and shall assume and be subject to all of the duties, liabilities, obligations and restrictions of every kind and description of the Merging Corporation, including, without limitation, all outstanding indebtedness thereof.

2.2 *Effective Time.* The date and hour on which the Merger occurs and becomes effective is hereinafter referred to as the “**Effective Time.**” The Merger shall be effective on **December 27, 2017** regardless of the date on which the Articles of Merger are filed with the Florida Department of State pursuant to Section 607.1109 of the FBCA. The Surviving Corporation shall also file the Certificate of Merger with the New York Department of State pursuant to Section 907 of the NYBCL, which filing shall have no effect on the determination of the effective date of the merger.

ARTICLE III ARTICLES OF INCORPORATION AND BYLAWS OF THE SURVIVING CORPORATION

3.1 *The Articles of Incorporation.* The articles of incorporation of the Surviving Corporation in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation, until amended in accordance with the provisions provided therein or applicable law.

3.2 *The Bylaws.* The bylaws of the Surviving Corporation in effect at the Effective Time shall be the bylaws of the Surviving Corporation, until amended in accordance with the provisions provided therein or applicable law.

ARTICLE IV OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION

4.1 *Officers.* The officers of the Surviving Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Bylaws thereof.

4.2 *Directors.* The directors of the Surviving Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Bylaws thereof.

ARTICLE V STOCK AND STOCK CERTIFICATES

5.1 *Effect of Merger on Merging Corporation Stock.* At the Effective Time, as a result of the Merger and without any action on the part of the Merging Corporation, the Surviving Corporation, or any stockholder, all stock of the Merging Corporation shall be automatically cancelled and retired and shall cease to exist.

5.2 *Effect of Merger on Surviving Corporation Stock.* The Merger shall have no effect on the authorized, issued, and outstanding stock of the Surviving Corporation, which shall remain held and/or issued to the existing shareholders exactly as it was before the Effective Time.

**ARTICLE VI
TAX TREATMENT**

6.1 *Tax Treatment.* The Surviving Corporation and the Merging Corporation intend that for United States federal tax purposes, this merger be treated as a tax-free reorganization under Section 368(a) of the Internal Revenue Code.

**ARTICLE VII
MISCELLANEOUS AND GENERAL**

7.1 *Modification or Amendment.* Subject to the provisions of applicable law, at any time prior to the Effective Time, the parties hereto may modify or amend this Agreement.

7.2 *Entire Agreement.* This Agreement constitutes the entire agreement and supersedes all other prior agreements, understandings, representations and warranties both written and oral, among the parties, with respect to the subject matter hereof.

7.3 *No Third Party Beneficiaries.* This Agreement is not intended to confer upon any person other than the parties hereto any rights or remedies hereunder.

7.4 *Severability.* The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or any circumstance, is determined by any court or other authority of competent jurisdiction to be invalid or unenforceable, (a) a suitable and equitable provision shall be substituted therefor in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision and (b) the remainder of this Agreement and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof, in any other jurisdiction.

7.5 *Headings.* The headings herein are for convenience of reference only, do not constitute part of this Agreement and shall not be deemed to limit or otherwise affect any of the provisions hereof.

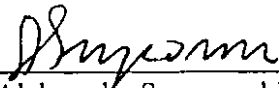
[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first written above.

CERRAD CORP.,
a New York corporation

CERRAD CORP.,
a Florida corporation

By: 
Name: Aleksander Sznyrowski
Title: President

By: 
Name: Aleksander Sznyrowski
Title: President