

Division of Corporations

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P17000063623

**Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
BORN RABBIT INC**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

2018 APR 26 PM 4:00

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ARTICLES OF MERGER

**BORN RABBIT INC.,
A New York corporation**

Into

**BORN RABBIT INC.,
A Florida corporation**

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

FIRST: The surviving corporation (the "Surviving Corporation") is Born Rabbit Inc., an Florida corporation, whose principal business address is 5310 N. Central Avenue, Suite C, Tampa, Florida 33603. The Surviving Corporation's Florida filing number is P17000063623.

SECOND: The merging corporation (the "Merging Corporation") is Born Rabbit Inc., a New York corporation, whose principal business address is 662 Washington Ave., Apt 3, Brooklyn, New York, 10017. The Merging Corporation's New York DOS ID number is 4484944.

THIRD: The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes. The attached plan of merger was approved by each foreign corporation that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The plan of merger was adopted by the shareholders of the Surviving Corporation on March 28, 2018.

SIXTH: The plan of merger was adopted by the shareholders of the Merging Corporation on March 28, 2018.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the undersigned Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be executed in their respective corporate name as of the 27 day of March, 2018.

SURVIVING CORPORATION:

BORN RABBIT INC., a Florida corporation.

By: 

Evaristo N. Cruz, CEO and sole Director

MERGING CORPORATION:

BORN RABBIT, INC., a New York corporation.

By: 

Evaristo N. Cruz, sole Director

[SIGNATURE PAGE TO ARTICLES OF MERGER]

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of March 28, 2018, is by and between Born Rabbit Inc., a New York corporation (the "Merging Corporation") and Born Rabbit Inc., a Florida corporation ("Surviving Corporation"). The following Agreement is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

WHEREAS, Merging Corporation is a corporation duly organized and existing under the laws of the State of New York;

WHEREAS, the sole Director and sole shareholder of Surviving Corporation and the sole Director and sole shareholder of Merging Corporation deem it desirable and advisable and in the best interest of each party, subject to the terms and conditions set forth herein, that Merging Corporation merge with and into Surviving Corporation, with the effect that the surviving corporation will be Surviving Corporation (the "Merger");

WHEREAS, Section 607.1107 of the Florida Business Corporations Act (the "FBCA") permits the merger of a corporation of the State of Florida with a corporation of another jurisdiction;

WHEREAS, Section 907 of the New York Business Corporation Law (the "NYBCL") permits a domestic corporation to merge with or into one or more foreign corporations;

WHEREAS, the sole Shareholder and sole Director of Surviving Corporation has adopted joint resolutions approving this Agreement and Articles of Merger and has directed that this Agreement and the Articles of Merger be executed by the undersigned and filed with all necessary government authorities; and

WHEREAS, the sole Director and sole shareholder of Merging Corporation has adopted resolutions approving this Agreement and Articles of Merger and has directed that this Agreement and the Articles of Merger be executed by its undersigned officers and filed with all necessary government authorities;

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

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ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in Surviving Corporation and shall be thereafter as effectively the property of Surviving Corporation as they were the property of Merging Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in Surviving Corporation all rights of creditors and all liens upon the property of Merging Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of Merging Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDERS OF SURVIVING CORPORATION

The Directors, officers and Shareholders of Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and Shareholders of Surviving Corporation until their successors are elected and qualified or the shareholder transfers her ownership in Surviving Corporation.

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ARTICLE IV
MANNER OF CONVERTING SHARES

The currently issued and outstanding ownership interest of Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding ownership interest of Surviving Corporation after the Merger. All common stock in Merging Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

ARTICLE V
APPROVAL OF MERGER

This Agreement has been approved by the sole Shareholder and sole Director of Surviving Corporation as of March 28, 2018, and approved by the sole shareholder and sole Director of Merging Corporation as of March 28, 2018.

ARTICLE VI
EFFECTIVE DATE OF MERGER

This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER FOLLOWS]

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IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation have signed this Agreement as of the day and year first written above.

SURVIVING CORPORATION:

BORN RABBIT INC., a Florida corporation.

By: 

Evaristo N. Cruz, CEO and sole Director

MERGING CORPORATION:

BORN RABBIT INC., a New York corporation.

By: 

Evaristo N. Cruz, sole Director

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]