

P17000093670

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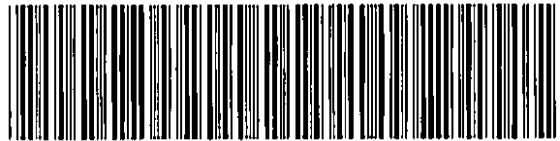
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TALLAHASSEE, FL

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AUG - 6 2018

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 8/3/2018

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Name:	DMCC Management 1, Inc.
Document #:	
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ARTICLES OF MERGER



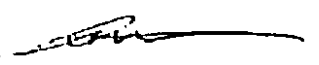
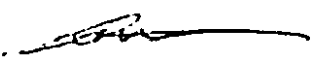


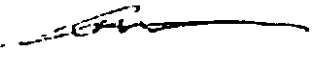




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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FL

1. The name, jurisdiction, and document number of the surviving corporation is DMCC Management 1, Inc., a Florida corporation with document number P17000093670.
2. The name, jurisdiction, and document number of each merging corporation are as follows:
 - a. MSR Americas2, Inc., a Florida corporation with document number P16000080087.
 - b. MSR Americas3, Inc., a Florida corporation with document number P16000080061.
 - c. MSR Americas4, Inc., a Florida corporation with document number P16000098742.
 - d. MSR Americas5, Inc., a Florida corporation with document number P16000098743.
 - e. MSR Americas6, Inc., a Florida corporation with document number P16000098747.
 - f. MSR Americas7, Inc., a Florida corporation with document number P16000098746.
 - g. MSR Americas8, Inc., a Florida corporation with document number P16000098751.
 - h. MSR Americas9, Inc., a Florida corporation with document number P16000053060.
 - i. MSR Americas10, Inc., a Florida corporation with document number P16000088936.
 - j. MSR Americas11, Inc., a Florida corporation with document number P16000088939.
3. The Plan of Merger is attached as Exhibit A.
4. The merger shall become effective on August 3, 2018.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation on July 17, 2018.
6. The Plan of Merger was adopted by the shareholders of the merging corporations on July 17, 2018.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on July 31, 2018:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title:</u>
MSR Americas2, Inc.		Pradeep Matharoo, President
MSR Americas3, Inc.		Pradeep Matharoo, President
MSR Americas4, Inc.		Pradeep Matharoo, President
MSR Americas5, Inc.		Pradeep Matharoo, President
MSR Americas6, Inc.		Pradeep Matharoo, President
MSR Americas7, Inc.		Pradeep Matharoo, President
MSR Americas8, Inc.		Pradeep Matharoo, President
MSR Americas9, Inc.		Pradeep Matharoo, President
MSR Americas10, Inc.		Pradeep Matharoo, President
MSR Americas11, Inc.		Pradeep Matharoo, President
DMCC Management I, Inc.		Pradeep Matharoo, President

[Signature page to Articles of Merger]

EXHIBIT A

**[PLAN OF MERGER
OF
THE MSR GENERAL PARTNERS
AND
DMCC MANAGEMENT 1, INC.]**

**PLAN OF MERGER
OF
THE MSR GENERAL PARTNERS
AND
DMCC MANAGEMENT 1, INC.**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**Article 1
Terms and Conditions**

1.1 Merger. On the Effective Date, each of MSR Americas2, Inc., a Florida corporation, MSR Americas3, Inc., a Florida corporation, MSR Americas4, Inc., a Florida corporation, MSR Americas5, Inc., a Florida corporation, MSR Americas6, Inc., a Florida corporation, MSR Americas7, Inc., a Florida corporation, MSR Americas8, Inc., a Florida corporation, MSR Americas9, Inc., a Florida corporation, MSR Americas10, Inc., a Florida corporation, and MSR Americas11, Inc., a Florida corporation (the “MSR General Partners”) shall be merged with and into DMCC Management 1, Inc., a Florida corporation (“DMCC General Partner”), and DMCC General Partner shall be the surviving entity (the “Merger”).

1.2 Terms and Conditions of Merger. On the Effective Date, (1) each outstanding share of stock of each MSR General Partner shall be cancelled, and (2) each outstanding share of stock of DMCC General Partner shall remain outstanding.

1.3 Effective Date. This Plan of Merger shall become effective on August 3, 2018 (the “Effective Date”).

1.4 Effect of Merger. On the Effective Date, the separate existence of each MSR General Partner shall cease, and each MSR General Partner shall be merged with and into DMCC General Partner as the surviving entity, and all of the property, assets, rights, privileges, powers, franchises and immunities of the MSR General Partners shall vest in the surviving entity, and all of the debts, liabilities, and obligations of the MSR General Partners shall become the debts, liabilities, and obligations of the surviving entity.

**Article 2
Organizational Documents, Manager**

2.1 Articles of Incorporation and Bylaws of DMCC General Partner. The articles of incorporation of DMCC General Partner, as in effect as of the Effective Date, shall continue to be the articles of incorporation of the surviving entity until amended in accordance with the provisions thereof and applicable law. The bylaws of DMCC General Partner, as in effect as of the Effective Date, shall continue to be the bylaws of the surviving entity until amended in accordance with the provisions thereof and applicable law.

2.2 Directors and Officers. The directors and officers of DMCC General Partner shall remain directors and officers of the surviving entity on the Effective Date and shall continue in office for their current terms in accordance with the bylaws of DMCC General Partner.

Article 3

Miscellaneous

3.1 Abandonment and Amendment. At any time before the Effective Date, this Plan of Merger may be terminated and abandoned by agreement of the President of the MSR General Partners and the President of DMCC General Partner. At any time before the Effective Date, this Plan of Merger may be amended, modified or supplemented by agreement of the President of the MSR General Partners and the President of DMCC General Partner.

3.2 Further Assurances. From time to time on and after the Effective Date, each party agrees that it will execute and deliver or cause to be executed and delivered all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to complete the Merger and the other transactions contemplated by this Plan of Merger.