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☐ MAIL

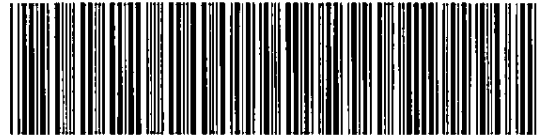
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

Jan 1, 2018

Handwritten signature: M. J. G. / CC

DEC 29 2017

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cosmic Florida, Inc. (to be known as Cosmic International, Inc.)

Name of Surviving Party

Please return all correspondence concerning this matter to:

William A. Ponder

Contact Person

Law Associates, P.C.

Firm/Company

402 W. Cuyler Street

Address

Dalton, GA 30720

City, State and Zip Code

tipu.keen@cosmicinternational.com

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


For further information concerning this matter, please call:

William A. Ponder

at (706) 226-0335

Name of Contact Person

Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

LAW OFFICES
LAW ASSOCIATES, P.C.
402 W. CUYLER STREET
POST OFFICE BOX 705
DALTON, GEORGIA 30722-0705

William A. Ponder
W. Bartlett Barnwell

Telephone: (706) 226-0335
Telecopier: (706) 275-9952

December 22, 2017

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Gentlemen:

I am enclosing herewith the original and one (1) conformed copy of Articles of Merger of Cosmic International, Inc., a Georgia corporation, into Cosmic Florida, Inc., a Florida corporation, whereby Cosmic Florida, Inc. will be the surviving corporation in the merger but will change its corporate name to Cosmic International, Inc.

Attached to this correspondence is also the letter consent of Cosmic International, Inc., a Georgia corporation, releasing its name as registered with the Department of State as a foreign corporation qualified to conduct business in Florida under Registration Number F12000002654 so that its name can be appropriated by the surviving corporation, Cosmic Florida, Inc. My understanding from the Florida Statutes is that the filing of the Articles of Merger, with name change amendment, automatically revokes the authority of the merged Georgia corporation to conduct business in Florida under the name, Cosmic International, Inc.

I am also enclosing a copy of the Certificate of Merger issued this date by the Secretary of State of Georgia, Corporations Division, accepting the Articles of Merger as filed with the Georgia Secretary of State.

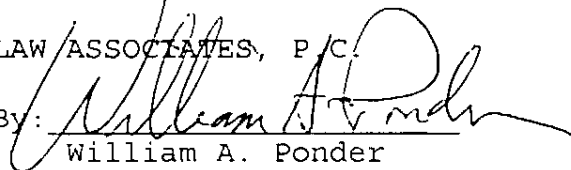
Finally, I am also enclosing our check payable to the Department of State in the amount of \$78.75 for the filing fee for each corporation in the merger, as well as the fee for a certified copy of the resulting documents. In the event you should have any questions regarding this matter, please feel free to contact me at your convenience. You may also contact me by e-mail at b_ponder@hotmail.com.

Thanking you for your assistance, I remain

Very truly yours,

LAW ASSOCIATES, P/C.

By:


William A. Ponder

WAP/geb
Enclosure

COSMIC INTERNATIONAL, INC.

2502 Saginaw Trail
Maitland, FL 32751

December 20, 2017

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Cosmic International, Inc., Cosmic Florida, Inc., a
Florida Corporation

Gentlemen:

I am the President of Cosmic International, Inc., a Georgia corporation authorized to conduct business in Florida (F12000002654), and the President of Cosmic Florida, Inc., a Florida corporation (P17000096884).

On the advice of our accountants, Cosmic International, Inc., which qualified to conduct business as a foreign corporation in the State of Florida on June 25, 2012, is reincorporating in the State of Florida and moving its business offices, business address and business operations to Florida. For this purpose, we formed Cosmic Florida, Inc. as a wholly-owned subsidiary of Cosmic International, Inc., by Articles of Incorporation filed December 7, 2017 with the Department of State.

Pursuant to merger documents we are filing concurrently with this correspondence with the Secretaries of State, Corporations, of Florida and Georgia, we will merge Cosmic International, Inc., the Georgia corporation, with and into Cosmic Florida, Inc., a Florida corporation. As a result of Amended Articles of Incorporation filed with the merger documents, Cosmic Florida, Inc. will change its corporate name to Cosmic International, Inc. Upon the effective date of the merger, which is 12:01 A.M., January 1, 2018, the corporate existence of Cosmic International, Inc., the Georgia corporation, will cease.

Please accept this correspondence as the consent and approval of Cosmic International, Inc., a Georgia corporation, for Cosmic Florida, Inc., a Florida corporation, to acquire, appropriate and use the name, Cosmic International, Inc., for all business purposes authorized under the Florida Business Corporation Act as of 12:01 A.M., January 1, 2018, the effective date of the merger. Please also accept this correspondence as the consent and approval of Cosmic International, Inc., a Georgia corporation, to cancel and withdraw its authorization to conduct business as a foreign corporation in the State of Florida as of the effective time and date of the merger.

Thanking you for your assistance in this matter, I remain

Very truly yours

Cosmic International, Inc.,
a Georgia corporation

BY: 
Tipu S. Keen, President

Consented to and agreed
as of the above date:

Cosmic Florida, Inc.

By: 
Tipu S. Keen, President

COPY

Control Number : N/A

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **01/01/2018**. Attached is a true and correct copy of the said filing.

Surviving Entity:

COSMIC FLORIDA, INC., a Foreign Non-Qualifying Entity

Nonsurviving Entity/Entities:

COSMIC INTERNATIONAL, INC., a Domestic Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/22/2017**.



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

EFFECTIVE DATE
Jan 1, 2018

**ARTICLES OF MERGER
OF
COSMIC INTERNATIONAL, INC.,
A GEORGIA CORPORATION
INTO
COSMIC FLORIDA, INC.,
A FLORIDA CORPORATION**

FILED
2017 DEC 26 AM 10:41

COME NOW COSMIC FLORIDA, INC., a Florida corporation, as the surviving corporation in the merger herein described, and files these Articles of Merger with the Florida Department of State pursuant to the provisions of Fla. Stat. Section 607.1109(1), **CERTIFYING AS FOLLOWS:**

-1-

The Agreement and Plan of Merger attached hereto as Exhibit "A" and made a part hereof by this reference was duly approved by the Board of Directors of **COSMIC INTERNATIONAL, INC.** (herein referred to as "Cosmic Georgia"), a Georgia corporation, and the Board of Directors of **COSMIC FLORIDA, INC.** (herein referred to as "Cosmic Florida"), respectively, on the 20th day of December, 2017, and recommended for approval by the Board of each constituent corporation to their respective voting shareholders on such date.

-2-

As part of the Agreement and Plan of Merger, **COSMIC INTERNATIONAL, INC.** will merge itself with and into its wholly owned Florida subsidiary, **COSMIC FLORIDA, INC.**, and as a result of the merger and pursuant to the Articles of Amendment attached hereto as Exhibit "B" and made a part hereof by this reference, the name of the surviving corporation shall be changed to **COSMIC INTERNATIONAL, INC.**, a Florida corporation.

-3-

Pursuant to Fla. Stat. Section 607.1103(5), the affirmative vote of the holders of a majority of the outstanding shares of the voting common stock of **COSMIC FLORIDA** are required to adopt an Agreement and Plan of Merger. The Agreement and Plan of Merger was duly adopted and unanimously approved on December 20, 2017 by the affirmative vote of all of the outstanding voting shares of **COSMIC FLORIDA** common stock.

-4-

Pursuant to Official Code of Georgia Annotated Section 14-2-1103(e)(1), the affirmative vote of the holders of a majority of the outstanding shares of the voting common stock of **COSMIC GEORGIA** are required to adopt an Agreement and Plan of Merger. The Agreement and Plan of Merger was duly adopted and unanimously approved on December 20, 2017 by the affirmative

vote of all of the outstanding voting shares of **COSMIC GEORGIA** common stock.

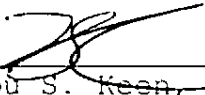
-5-

The merger shall become effective as of 12:01 A.M. on January 1, 2018 and the filing of these Articles of Merger with the Office of the Florida Department of State.

IN WITNESS WHEREOF, the undersigned surviving corporation, acting by and through its duly authorized officer, has caused these Articles of Merger to be executed as of the 20th day of December, 2017.

COSMIC FLORIDA, INC.

By: _____


Tipu S. Keen,
President

"Cosmic Florida"

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

FLORIDA, ORANGE COUNTY.

THIS AGREEMENT AND PLAN OF MERGER (herein referred to as the "Agreement"), made and entered into as of the 20th day of December, 2017, between and among **COSMIC FLORIDA, INC.**, having its principal offices at Maitland, Florida (herein referred to as "Cosmic Florida" and **COSMIC INTERNATIONAL, INC.**, having its principal offices at Dalton, Georgia (herein referred to as "Cosmic Georgia" (said corporations being sometimes referred to herein as the "Constituent Corporations");

W I T N E S S E T H:

WHEREAS, Cosmic Georgia is a corporation duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, Cosmic Florida is a corporation duly organized and validly existing under the laws of the State of Florida as a wholly-owned shell subsidiary of Cosmic Georgia; and

WHEREAS, the Board of Directors of each of said corporations deems it advisable and for the benefit of each such corporation and its shareholders, as well as for both of the corporations, and their shareholders, that Cosmic Georgia merge

itself into Cosmic Florida, whereby Cosmic Florida shall be the surviving corporation;

WHEREAS, there will be complete identity of ownership and percentages of ownership among the shareholders of the merging and surviving corporations as a result of the merger and the Board of Directors of each of the Constituent Corporations anticipate that the transaction will qualify both as a statutory merger under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and as a Type "F" Reorganization under the provisions of Section 368(a)(1)(F) of such Code, the purpose of the transaction herein described being to change the place of incorporation of Cosmic Georgia from the State of Georgia to the State of Florida; and

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Agreement by the respective shareholders of each of the Constituent Corporations and subject to the conditions hereinafter set forth, that Cosmic Georgia be merged into Cosmic Florida (which may sometimes be referred to herein as the "Surviving Corporation"), the corporate existence of which, as the "surviving corporation," shall be continued under the following

name, to-wit: **COSMIC INTERNATIONAL, INC.**, and that from and after the effective time of the merger the individual corporate existence of Cosmic Georgia shall cease. The terms and conditions of the merger hereby agreed upon, the method of carrying the same into effect and the manner of converting the shares of Cosmic Georgia into shares of Cosmic Florida, as the Surviving Corporation, are and shall be as follows:

-1-

The acts and things required to be done by the Florida Business Corporation Act (the "Florida Act") and the Georgia Business Corporation Code (the "Georgia Code"), respectively, in order to make this Agreement effective shall be attended to and done by the proper officers of the Constituent Corporations as soon as practicable and in no event later than December 31, 2017. Although the approval of this Agreement by the shareholders of Cosmic Florida is not required pursuant to the provisions of Fla. Stat. Section 607.1104(1)(a), this Agreement shall nevertheless be presented to the shareholders of both Constituent Corporations for approval prior to filing Articles of Merger, inclusive of this Agreement and any amendments to the Articles of Incorporation of the Surviving Corporation, with the Departments of State of the States of Florida and Georgia, respectively.

-2-

The Articles of Incorporation of Cosmic Florida, amended as provided in Exhibit "B" attached hereto and made a part hereof by this reference, shall on the Effective Date become the Articles of Incorporation of the Surviving Corporation. From and after the Effective Date, and until amended as provided by law, the Articles of Incorporation of Cosmic Florida, amended as provided in Exhibit "B" hereto, shall be and may be certified as the Articles of Incorporation of the Surviving Corporation.

-3-

Upon the merger contemplated herein becoming effective, the sole director of Cosmic Florida, as the Surviving Corporation, who is also the sole director of Cosmic Georgia, the merging corporation, shall be as follows:

<u>Name of Director:</u>	<u>Address:</u>
Tipu S. Keen	2502 Saginaw Trail Maitland, FL 32751

Such person shall hold office until the next annual meeting of the Shareholders of the Surviving Corporation and until his successor or successors shall be elected in accordance with the Bylaws of the Surviving Corporation. If on the Effective Date any vacancy shall exist on the Board of Directors of the Surviving Corporation, the vacancy shall be filled in the manner

specified in the Bylaws of the Surviving Corporation. Until altered, amended or repealed as therein provided, the Bylaws of Cosmic Florida in effect on the Effective Date, as aforesaid, shall be and remain the Bylaws of the Surviving Corporation.

-4-

(a) Upon the Effective Date and pursuant to the terms of this Agreement, each share of Cosmic Florida common voting stock presently owned by Cosmic Georgia will be surrendered to Cosmic Florida for cancelation and reissuance as provided in subparagraphs (i), (ii) and (iii) below:

(i) Each share of the Class A voting common stock (\$50.00 par value) of Cosmic Georgia that is issued and outstanding immediately prior to the Effective Date shall be surrendered to Cosmic Florida, as the Surviving Corporation, and each such shareholder of Cosmic Georgia shall receive an equivalent number of newly issued Class A voting common stock (\$50.00 par value) of Cosmic Florida in exchange therefor; and

(ii) Each share of the Class B non-voting common stock (no par value) of Cosmic Georgia that is issued and outstanding immediately prior to the Effective Date shall be surrendered to Cosmic Florida, as the Surviving Corporation, and each such shareholder of Cosmic Georgia shall receive an

equivalent number of newly issued Class B non-voting common stock (no par value) of Cosmic Florida in exchange therefor.

(iii) From and after the Effective Date the holders of issued and outstanding Class A and Class B common stock of Cosmic Florida shall be identical in all respects to the holders of such issued and outstanding Class A and Class B common stock of Cosmic Georgia immediately prior to the Effective Date, so that the end result of the merger will be that from and after the Effective Date Cosmic Florida will consist of the exact same shareholder ownership, in the exact same percentages, and with the exact same rights as to Class A and Class B shares, respectively, as existed with respect to Cosmic Georgia immediately prior to the Effective Date.

(b) On the Effective Date, the shares of Cosmic Georgia which are to be canceled pursuant to the merger and share exchange herein described shall be deemed canceled, whether or not the same shall have been surrendered for cancellation as of such date, and the shares so canceled shall be deemed to have been converted into the shares of Cosmic Florida, as above-described, with the former shareholders of Cosmic Georgia accruing to all of the rights and privileges of shareholders of the Surviving Corporation as herein described with respect to the shares canceled as of the Effective Date.

(c) Inasmuch as no fractional shares are presently issued and outstanding by either of the Constituent Corporations and inasmuch as all shares to be issued by the Surviving Corporation pursuant to this Agreement will be in exactly the same amounts and percentages as existed with respect to Cosmic Georgia immediately prior to the Effective Date, no fractional shares shall be issued, nor shall any such fractional shares be required to issue, upon conversion of the common stock of Cosmic Georgia into shares of the Surviving Corporation; provided, however, that pursuant to Fla. Stat. Section 607.1104(1)(b)(4), shareholders of Cosmic Florida who, but for the applicability of Fla. Stat. Section 607.1104 to the merger herein described would be entitled to vote and who dissent from the merger pursuant to Fla. Stat. Section 607.1321, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.

-5-

Upon the Effective Date, the separate corporate existence of Cosmic Georgia shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, as well as of a public or of a private nature, of the Constituent Corporations; and all property, real, personal and mixed, and

all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every, each and other, interest belonging to or due to each of such corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and, all property, rights and privileges, all powers and franchises, and all and every other interest shall thereafter be as effectually the property of the Surviving Corporation as the same were of the respective Constituent Corporations prior to the Effective Date; and, the title to any real estate, whether by deed or otherwise, vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of this merger. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of said Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens existent upon the property of either of the Constituent Corporations shall be impaired by the merger.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances at law or in equity, or any things are necessary or desirable to vest in said corporation, according to the terms hereof, good and valid title to any property or right of Cosmic Georgia, the proper officers and directors of Cosmic Georgia shall and thereafter will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title to such property or rights in the Surviving Corporation, and otherwise to carry out the purpose and intent of this Agreement.

From the date of this Agreement until the Effective Date or until the abandonment of the merger pursuant to the provisions hereof and the Code:

(a) Cosmic Georgia and Cosmic Florida shall continue to conduct their respective businesses in the ordinary course or as otherwise authorized by this Agreement.

(b) Cosmic Georgia and Cosmic Florida shall each make available for examination by the other as requested all information relevant to their respective businesses and to the merger herein contemplated;

(c) With respect to all leases and other interests or instruments under which any of Cosmic Georgia or Cosmic Florida is obligated to obtain a consent prior to the Effective Date of the merger herein contemplated in order to comply with the conditions thereof or to vest its interest therein in the Surviving Corporation, Cosmic Georgia or Cosmic Florida, as the case may be, will exercise all efforts to obtain such consent.

-8-

Anything herein to the contrary notwithstanding, this Agreement may be terminated or abandoned at any time prior to the filing of the Articles of Merger with the respective corporations divisions of the States of Florida and Georgia, respectively;

(a) By mutual consent of the Board of Directors of all of the Constituent Corporations expressed in an instrument in writing which is signed on behalf of each by its President and Secretary; or

(b) By the Board of Directors of either Constituent Corporation if this Agreement is not duly approved by the shareholders of each Constituent Corporation prior December 22, 2017.

In the event of the termination or abandonment of this Agreement and Plan of Merger as herein provided, the party so

electing shall give notice thereof to the other party to this Agreement.

-9-

If the merger contemplated hereby becomes effective, Cosmic Georgia's costs and expenses of the merger will be among the costs, expenses and liabilities assumed by Cosmic Florida as a consequence of the merger. If for any reason other than breach of the covenants of the parties set forth herein, the merger shall not become effective or shall be abandoned, then Cosmic Georgia, as the only currently active Constituent Corporation, shall bear all costs, expenses and liabilities of the aborted merger.

-10-

All notices, waivers, consents or requests required or permitted hereunder shall be in writing and shall be deemed to have been duly given on the date of delivery when deposited in the United States mail, postage prepaid in an envelope properly addressed as follows:

(a) In the case of Cosmic Florida, to:

Tipu S. Keen, President
2502 Saginaw Trail
Maitland, FL 32751

(b) In the case of Cosmic Georgia, to:

Tipu S. Keen, President
2502 Saginaw Trail
Maitland, FL 32751

-11-

At any time before or after approval and adoption of this Agreement by the respective shareholders of the Constituent Corporations, this Agreement may be modified in substance or in form, or supplemented by additional agreements, articles or certificates, as may be mutually determined by the Board of Directors of the Constituent Corporations to be necessary, desirable or expedient to clarify the intent of the parties hereto or to effect or facilitate the filing, recording or official approval of this Agreement and the consummation of the merger herein contemplated, all in accordance with the purposes and intent of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by and through their duly authorized officers as of the day and year first above written.

COSMIC FLORIDA, INC.

By: 

Tipu S. Keen,
President

"Cosmic Florida"

COSMIC INTERNATIONAL, INC.

By: 

Tipu S. Keen,
President

"Cosmic Georgia"

EXHIBIT "B"

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COSMIC FLORIDA, INC**

(DOCUMENT NO. P17000096884)

Pursuant to the provisions of Fla. Stat. Section 607.1006, Cosmic Florida, Inc. a Florida Profit Corporation, hereby adopts the following amendments to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is hereby deleted in its entirety and is hereby replaced with the following Article I, to-wit:

"Article I:

The name of the corporation is: **COSMIC INTERNATIONAL, INC."**

2. Article IV of the Articles of Incorporation is hereby deleted in its entirety and is hereby replaced with the following Article IV, to-wit:

"Article IV:

The corporation shall be authorized to issue not more than Two Hundred (200) shares of Common Stock only, which shall be divided into two (2) classes, as follows:

(i) Class A Voting Common Stock, consisting of a maximum of One Hundred (100) shares, Fifty Dollars (\$50.00) par value per share; and

(ii) Class B Non-Voting Common Stock, consisting of a maximum of One Hundred (100) shares, without par value.

The holders of Class A Common Stock shall have exclusive voting power. Shares of Class B Common Stock shall have no voting rights, but shall otherwise be identical to Class A Common Stock in all respects except par value."

3. Inasmuch as the Amendment herein described will result in the surrender, cancellation, reclassification and reissuance of presently issued and outstanding shares held by Cosmic International, Inc., a Georgia corporation which is the parent corporation of the Corporation, the manner in which the Corporation's presently issued and outstanding shares will be surrendered, canceled, reclassified and reissued is as follows:

(a) Upon the effective date of this Amendment, the Corporation's parent, Cosmic International, Inc., a Georgia corporation, will surrender its shares of the Corporation for cancellation;

(b) The Corporation will immediately convert and reclassify the surrendered shares to Class A and Class B shares;

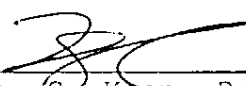
(c) The Class A and Class B shares so created will be immediately issued to the shareholders of the Corporation's parent, Cosmic International, Inc., in exchange for their respective shares of the parent, so that from and after the

effective date of this Amendment, the shareholders of the Corporation will be exactly the same as the shareholders of the Corporation's parent immediately prior to such effective date, and in the exact same shareholder percentages of ownership as then existed in the parent's shares, whereupon the Corporation's parent, Cosmic International, Inc., a Georgia corporation, shall cease to exist and the Corporation shall henceforth conduct business under the amended name, Cosmic International, Inc.

4. The within and foregoing Amendment was unanimously approved by the Board of Directors of the Corporation and recommended to the Shareholders on the 20th day of December, 2017, and the same was unanimously approved by all voting Shareholders of the Corporation on the 20th day of December, 2017, such vote being sufficient for approval of Articles of Amendment pursuant the Florida Business Corporations Act.

5. These Amended Articles of Incorporation are adopted by the Corporation, acting by and through its duly authorized officer, as of the 20th day of December, 2017.

Cosmic Florida, Inc.

By: 
Tipu S. Keen, President

"Corporation"