

P18000039279

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
UMBRA FOODS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Merge

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ARTICLES OF MERGER
(Profit Corporations)

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UMBRA FOODS, INC.	Florida	P18000039279

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UMBRA FOODS, INC.	New York	180504000049

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.


Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 05/07/18.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 05/07/18.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Signature of an Officer or Director 

Typed or Printed Name of Individual & Title

x

John Bricca - President

x

John Bricca - President

PLAN OF MERGER

The undersigned certifies that:

- First: **UMBRA FOODS, INC.** a corporation organized under the laws of the Florida (hereinafter called "Surviving corporation") shall merge with and assume the liabilities and obligations of the following corporation (hereinafter called "Merging corporation") **UMBRA FOODS, INC.**, a New York corporation.
- Second: On the effective date of the merger all of the issued and outstanding shares of the above-referenced Merging corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.
- Third: The Articles of Incorporation of the Surviving corporation shall be the Articles of Incorporation of the corporation surviving the merger.
- Fourth: The bylaws of the Surviving corporation shall be the bylaws of the corporation surviving the merger.
- Fifth: The directors and officers of the Surviving corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.
- Sixth: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.
- Seventh: That this plan/agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the FL business corporation law.
- Eight: That the executed plan/agreement of merger is on file at an office of the surviving corporation and the address is: **910 West Avenue # 1238, Miami, FL 33139.**
- Ninth: That a copy of the plan/agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Tenth: The designation and number of outstanding shares and the number of shares entitled to vote for each constituent corporation is as follows:

<u>Name of Corporation</u>	<u>Number of outstanding shares</u>	<u>Designation</u>	<u># Entitled to vote</u>
UMBRA FOODS, INC. (a Florida corporation)	100	100	100
UMBRA FOODS, INC. (a (a Florida corporation)	100	100	100