

PI8000078698

(Requestor's Name)

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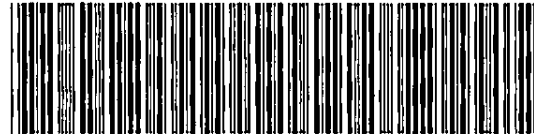
(Business Entity Name)

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18 OCT -1 AM 9:14
FALLMISTLE, ILL 60001

OCT 04 2018
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Merger of 3AE Merger Sub, Inc.

Please return all correspondence concerning this matter to:

John J. McGlynn III
Law Offices of John J. McGlynn III
729 SW Federal Highway Suite 102
Stuart, FL 34994
Email: jmcglynn@southflawfirm.com

For further information concerning this matter, please call:

John J. McGlynn III at 772-600-5115.

☐ 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



729 SW Federal Highway, Suite 102
Stuart, Florida 34994
(772) 600.5115
SouthFLLawFirm.com

September 26, 2018

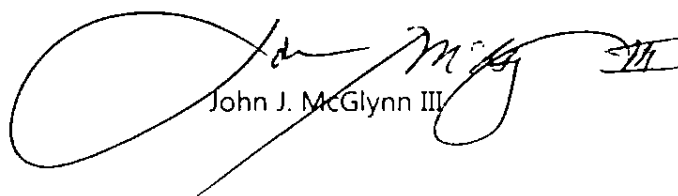
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: 3AE Merger Sub, Inc. Articles of Merger

Dear Representative:

Enclosed please find Articles of Merger of 3AE Merger Sub, Inc. and ESPL Holdings, LLC along with the appropriate fees which total \$78.75: \$35.00 for the merging corporation, \$35.00 for the surviving corporation (includes a letter of acknowledgement) plus \$8.75 for a certified copy. Please process this as soon as possible and/or contact my office with any questions or concerns.

Best Regards,



John J. McGlynn III

Enclosures

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18 OCT -1 AM 9:14
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following Florida profit corporation(s) in accordance with s. 607.1109, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **Merging Limited Liability Company** party are as follows:

Name of Entity	Jurisdiction	Form/Entity Type
ESPL Holdings, LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **Surviving Corporation** are as follows:

Name of Entity	Jurisdiction	Form/Entity Type
3A Merger Sub, Inc.	Florida	Corporation

THIRD: The attached Plan of Merger was adopted by the Board of Directors of the surviving corporation on September 21, 2018 and shareholder approval was not required.

FOURTH: The attached Plan of Merger was adopted by the Board of Managers of the merging limited liability company on September 21, 2018 and member approval was not required.

FIFTH: The merger shall become effective on the date the Articles of Merger and filed with the Florida Department of State ("Effective Date").

SIXTH: The Surviving Corporation is formed, organized or incorporated under the laws of Florida and its principal office address is as follows: 415 Avenue A, Suite 100, Fort Pierce, Florida 34950

SEVENTH: The following are the authorized signatures for each party:

Name of Entity	Signature of Officer	Printed Name of Individual and Title
3AE Merger Sub, Inc.	DocuSigned by: <i>Prina Angelone</i>	Caterina Angelone, President
ESPL Holdings, LLC	5B0C3D288F2A433 <i>David Hooser</i>	David Hooser, Manager

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name of Entity	Jurisdiction	Form/Entity Type
ESPL Holdings, LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the Surviving Corporation are as follows:

Name of Entity	Jurisdiction	Form/Entity Type
3AE Merger Sub, Inc.	Florida	Corporation

THIRD: The Acquisition. On the Effective Time, ESPL Holdings, LLC shall be merged with and into 3AE Merger Sub, Inc. the separate coexistence of ESPL Holdings, LLC shall cease and 3AE Merger Sub, Inc. shall continue as the surviving corporation (sometimes referred to herein as the "Surviving Corporation").

The name and business address of the President of the Surviving Corporation is:

Caterina Angelone
415 Avenue A, Suite 100
Fort Pierce, Florida 34950

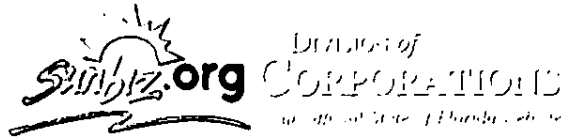
FOURTH: Effective Time. ESPL Holdings, LLC and 3AE Merger Sub, Inc. shall cause the merger to be consummated by filing the Articles of Merger with the Secretary of State of Florida, in accordance with the relevant provisions of applicable law (the time of acceptance by the Secretary of State of Florida of such filing being referred to herein as the "Effective Time").

FIFTH: Effect of the Acquisition. At the Effective Time, the effect of the merger shall be as provided in the applicable provisions of Florida law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, and powers of 3AE Merger Sub, Inc. and ESPL Holdings, LLC shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of ESPL Holdings, LLC shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

SIXTH: Common Stock. ESPL Units issued and outstanding immediately prior to the Effective Time shall at the Effective Time, without any action on the part of any holder thereof, forthwith cease to exist and be converted into the right to receive that number of 3AE Shares equal to conversion rate provided in Section 1.5. Except as otherwise provided herein, commencing immediately after the Effective Time, each ESPL Unit which, immediately prior to the Effective Time, represented outstanding ESPL Units shall thereafter evidence only the right to receive that portion of the merger consideration allocable to such shares as described herein.

SEVENTH: Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the merger.

Name of Entity	Signature of Officer	Printed Name of Individual and Title
3AE Merger Sub, Inc.	<small>DocuSigned by:</small> <i>Caterina Angelone</i>	Caterina Angelone, President
ESPL Holdings, LLC	<small>5B0C3D288F2A433</small> <i>David Hooser</i>	David Hooser, Manager

[Florida Department of State](#)[Division of Corporations](#)[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /

Detail by Entity Name

Florida Profit Corporation
3AE MERGER SUB, INC.

Filing Information

Document Number P18000078698
FEI/EIN Number NONE
Date Filed 09/18/2018
Effective Date 09/18/2018
State FL
Status ACTIVE

Principal Address

415 AVENUE A SUITE 100
FORT PIERCE, FL 34950

Mailing Address

415 AVENUE A SUITE 100
FORT PIERCE, FL 34950

Registered Agent Name & Address

MCGLYNN III, JOHN J
729 SW FEDERAL HWY SUITE 102
STUART, FL 34994

Officer/Director Detail

Name & Address

Title P

ANGELONE, CATERINA
415 AVENUE A SUITE 100
FORT PIERCE, FL 34950

Annual Reports

No Annual Reports Filed

Document Images

09/18/2018 -- Domestic Profit [View image in PDF format](#)