

P18000-102796

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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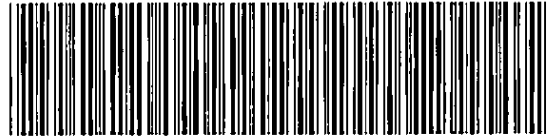
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEC 28 2018

T. LEMIEUX

TZ
merger

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

EXIT 99 USA CORP.

PLEASE RETURN CERTIFIED COPY

CK# 8119 FOR \$78.75

THANK YOU!

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PORPORA INVESTMENTS USA, CORP. 21150 NE 38 th Ave., Apt. 1504 Aventura, FL 33180	Florida	Corporation

Florida Document/Registration Number: P18000102907

EXIT 99 USA, CORP. 21150 NE 38 th Ave., Apt. 1504 Aventura, FL 33180	Florida	Corporation
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Florida Document/Registration Number: P18000102796

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EXIT 99 USA, CORP. 21150 NE 38 th Ave., Apt. 1504 Aventura, FL 33180	Florida	Corporation

Florida Document/Registration Number: P18000102796

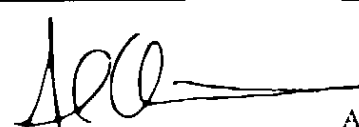
THIRD: The attached Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.

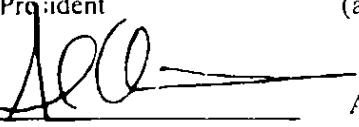
FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: Signature(s) for each party:

<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL</u>
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PORPORA INVESTMENTS USA, INC.		Ariel Croitorescu Bock (a/k/a Ariel Croitorescu), President
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EXIT 99 USA, CORP.		Ariel Croitorescu Bock (a/k/a Ariel Croitorescu), President
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PLAN OF MERGER

Merger between **PORPORA INVESTMENTS USA, CORP.**, a Florida corporation (the "Disappearing Corporation" or "**PORPORA**"), and **EXIT 99 USA, CORP.**, a Florida corporation (the "Surviving Corporation" or "**EXIT 99**"). The following plan of merger, which was adopted and approved by the shareholders of **PORPORA** and **EXIT 99** to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act") on March 15, 2017.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PORPORA INVESTMENTS USA, CORP. 21150 NE 38 th Ave. Apt. 1504 Aventura, FL 33180	Florida
EXIT 99 USA, CORP. 21150 NE 38 th Ave. Apt. 1504 Aventura, FL 33180	Florida

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
EXIT 99 USA, CORP. 21150 NE 38 th Ave. Apt. 1504 Aventura, FL 33180	Florida

THIRD: Articles of Organization. The Articles of **EXIT 99** shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

FOURTH: Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of **PORPORA** outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of **EXIT 99** in accordance with this Plan. Each share of **EXIT 99** that is issued and outstanding on the Effective Date shall continue as outstanding shares of **EXIT 99**.

FIFTH: Satisfaction of Rights of Shareholders of PORPORA. Upon the Effective Date, all shares of **EXIT 99** stock into which the shares of **PORPORA** shall have been converted, and for which the interests of **PORPORA**'s shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of **PORPORA** shall cease, and **EXIT 99** shall be fully vested in **PORPORA**'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, **PORPORA** or **EXIT 99** shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of **PORPORA** or **EXIT 99** as the case may be, whether past or remaining in office, shall execute and deliver upon the request of **PORPORA** or **EXIT 99**, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in **EXIT 99**, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. **PORPORA** and **EXIT 99** shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by **EXIT 99** to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

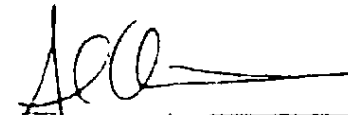
NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated December 27th, 2018.

PORPORA INVESTMENTS USA INC.

a Florida corporation

By: _____

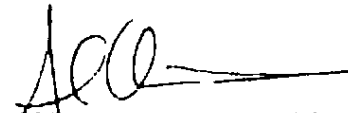


Ariel Croitorescu Bock
(a/k/a Ariel Croitorescu), President

EXIT 99 USA, INC.

a Florida corporation

By: _____



Ariel Croitorescu Bock
(a/k/a Ariel Croitorescu), President