

P18000102796

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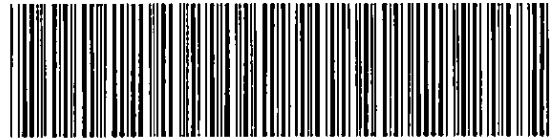
(Business Entity Name)

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EFFECTIVE DATE

12/31/2019

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 DEC 23 AM 9:38

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2019

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: EXIT 99 USA, CORP.  
Ref. Number: P18000102796

19 DEC 23 PM 3:43

We have received your document and check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The effective date of the merger should be listed in the 4(th) section of the Articles of Merger.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

Letter Number: 619A00025804

RESUBMITTING  
w/ CORRECTIONS

EFFECTIVE DATE

ARTICLES OF MERGER

12/31/2019

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>
<b>Porpora Holdings USA, Inc.</b> 1835 NE Miami Gardens Dr. #303 N. Miami Beach, FL 33179	Florida	Corporation

Florida Document/Registration Number: P13000023954

<b>EXIT 99 USA, Corp.</b> 21150 NE 38 <sup>th</sup> Ave. #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>
<b>EXIT 99 USA, Corp.</b> 21150 NE 38 <sup>th</sup> Ave. #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 December 31<sup>st</sup>, 2019.

**FIFTH:** The Plan of Merger was adopted by the shareholder of the surviving corporation on December 16<sup>th</sup>, 2019.

**SIXTH:** The Plan of Merger was adopted by the shareholder of the merging corporation on December 16<sup>th</sup>, 2019.

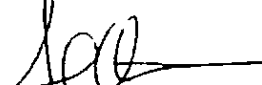
Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

PRINTED NAME OF INDIVIDUAL

Porpora Holdings USA, Inc.

  
President

Ariel Croitorescu,  
President

EXIT 99 USA, Corp.

  
President

Ariel Croitorescu Bock,  
President

## PLAN OF MERGER

Merger between **PORPORA HOLDINGS USA, INC.**, a Florida corporation (the "Disappearing Corporation" or "**PORPORA HOLDINGS**"), and **EXIT 99 USA, CORP.**, a Florida corporation (the "Surviving Corporation" or "**EXIT 99 USA**"). The following plan of merger, which was adopted and approved by the shareholders of **PORPORA HOLDINGS** and **EXIT 99 USA** to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act") on December 31<sup>st</sup>, 2019.

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

<u>Name</u>	<u>Jurisdiction</u>
<b>PORPORA HOLDINGS USA, INC.</b> 1835 NE Miami Gardens Dr. #303 N. Miami Beach, FL 33179	Florida
<b>EXIT 99 USA, CORP.</b> 21150 NE 38 <sup>th</sup> Ave. #1504 Aventura, FL 33180	Florida

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

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

**THIRD:** Articles of Incorporation. The Articles of **EXIT 99 USA** 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 HOLDINGS** outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of **EXIT 99 USA** in accordance with this Plan. Each share of **EXIT 99 USA** that is issued and outstanding on the Effective Date shall continue as outstanding shares of **EXIT 99 USA**.

**FIFTH:** Satisfaction of Rights of Shareholders of PORPORA HOLDINGS. Upon the Effective Date, all shares of **EXIT 99 USA** stock into which the shares of **PORPORA HOLDINGS** shall have been converted, and for which the interests of **PORPORA HOLDINGS'** 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 HOLDINGS** shall cease, and **EXIT 99 USA** shall be fully vested in **PORPORA HOLDINGS'** 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 HOLDINGS** or **EXIT 99 USA** 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 HOLDINGS** or **EXIT 99 USA** as the case may be, whether past or remaining in office, shall execute and deliver upon the request of **PORPORA HOLDINGS** or **EXIT 99 USA**, 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 USA**, or to otherwise carry out the provisions of this Plan.

**EIGHTH: Filing with the Florida Department of State and Effective Date.** **PORPORA HOLDINGS** and **EXIT 99 USA** 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 USA** 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 this 16<sup>th</sup> day of December, 2019, with an effective date as of December 31<sup>st</sup>, 2019.

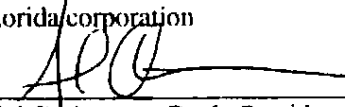
**PORPORA HOLDINGS USA, INC.**  
a Florida corporation

By:

  
Ariel Croitorescu, President

**EXIT 99 USA, CORP.**  
a Florida corporation

By:

  
Ariel Croitorescu Bock, President