

PI 8000102905

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

EFFECTIVE DATE
12/31

Office Use Only



300338208923

12/19/19--01001--004 **236.25

Effective: 12-31-19

19 DEC 18 PM 3:57

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2019 DEC 18 AM 9:14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2019

FLORIDA RESEARCH & FILING SERVICES, INC
WALK-IN

SUBJECT: IZOOM ENTERPRISES USA, CORP.
Ref. Number: P18000102905

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):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 619A00025991

RESUBMITTING
w/ CORRECTIONS

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

IZOOM ENTERPRISES USA CORP. merging into: RCW HOLDINGS, INC.

**** PLEASE NOTE EFFECTIVE DATE OF 12/31/2019 ****

PLEASE RETURN A CERTIFIED COPY

CHECK# 8527 FOR: \$236.25 (\$78.75 for this filing)

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>
IZOOM ENTERPRISES USA, CORP. 21150 NE 38 th Ave., Apt. 1504 Aventura, FL 33180	Florida	Corporation

Florida Document/Registration Number: P18000102905

RCW HOLDINGS, INC. c/o 1835 N.E. Miami Gardens Drive #303 North Miami Beach, FL 33179	Delaware	Corporation
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Delaware Document/Registration Number: 121227924 - 5242046

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>
RCW HOLDINGS, INC. c/o 1835 N.E. Miami Gardens Drive #303 North Miami Beach, FL 33179	Delaware	Corporation

Delaware Document/Registration Number: 121227924 - 5242046

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, and Title 8, Section 252 of the Delaware General Corporation Law.

FOURTH: The merger shall become effective as of December 31st, 2019.

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

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

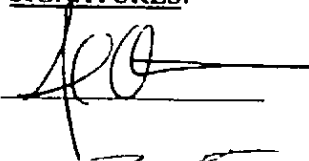
Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

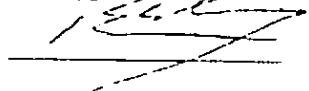
PRINTED NAME OF INDIVIDUAL

IZOOM ENTERPRISES USA, CORP.



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

RCW HOLDINGS, INC.



Robert Croitorescu, President and Director

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CLERK OF STATE
DIVISION OF CORPORATIONS
2019 DEC 16 AM 9:14

PLAN OF MERGER

Merger between **IZOOM ENTERPRISES USA, CORP.**, a Florida corporation (the "Disappearing Corporation" or "**IZOOM**"), and **RCW HOLDINGS, INC.**, a Delaware corporation (the "Surviving Corporation" or "**RCW**"). The following plan of merger, which was adopted and approved by the shareholders of **IZOOM** and **RCW** to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act"), and Title 8, Section 252 of the Delaware General Corporation Law.

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

<u>Name</u>	<u>Jurisdiction</u>
IZOOM ENTERPRISES USA, CORP. 21150 NE 38 th Ave. Apt. 1504 Aventura, FL 33180	Florida
RCW HOLDINGS, INC. c/o 1835 N.E. Miami Gardens Drive #303 North Miami Beach, FL 33179	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
RCW HOLDINGS, INC. c/o 1835 N.E. Miami Gardens Drive #303 North Miami Beach, FL 33179	Delaware

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

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

EIGHTH: Filing with the Florida Department of State and Effective Date. **IZOOM** and **RCW** 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 **IZOOM** 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 16th day of December, 2019, with an effective date as of December 31st, 2019.

IZOOM INVESTMENTS USA, CORP.
a Florida corporation

By:


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

RCW HOLDINGS, INC.
a Delaware corporation

By:


Robert Croitorescu, President