

19000093211

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Sunshine State Corporate Compliance Company

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(850) 656-4724

DATE 02/26/2020

****WALK IN****

ENTITY NAME MGCR PARTNERS, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

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****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

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Certificate of Good Standing

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****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 70.00

ACCOUNT #: 120160000072

S R J

Please call Tina at the above number for any issues or concerns. Thank you so much!

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Statutes.

FIRST:

The name and jurisdiction of the surviving corporation:

NAME	JURISDICTION OF FORMATION	ENTITY TYPE	DOCUMENT NUMBER
MGCR Partners, Inc.	Florida	Corporation	Florida Document Registration Number P19000093211

SECOND:

The name and jurisdiction of each merging corporation:

NAME	JURISDICTION OF FORMATION	ENTITY TYPE	DOCUMENT NUMBER
Management Guillaume Raoux	France	Simplified Joint Stock Company (<i>société par actions simplifiée</i>)	Trade and Companies Registry of Paris Number 522 587 435

THIRD:

The laws of the state or country under which each corporation that is a party to this merger is incorporated permits such merger.

FOURTH:

The Plan of Merger is attached.

FIFTH:

The merger shall become effective on the date and time that these Articles of Merger are filed with the Florida Department of State, Division of Corporations.

SIXTH:

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on January 15, 2020.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

SEVENTH:


The Plan of Merger was adopted by the sole shareholder of the merging corporation on January 15, 2020.

NINTH:

The undersigned corporation has caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

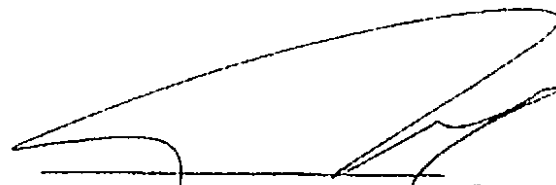
Dated: February 26, 2020

MGCR PARTNERS, INC.

By: 
Name: Guillaume Raoux
Title: President

Dated: February 26, 2020

MANAGEMENT GUILLAUME RAOUX

By: 
Name: Guillaume Raoux
Title: President

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CLERK OF DISTRICT COURT
DISTRICT OF COLUMBIA

**PLAN OF MERGER OF
MANAGEMENT GUILLAUME RAOUX
WITH AND INTO
MGCR PARTNERS, INC.**

MGCR Partners, Inc., a corporation duly established in the State of Florida, and Management Guillaume Raoux, a simplified joint stock company (*société par actions simplifiée*) duly established in France (collectively, the "Constituent Entities") hereby submit this plan of merger, dated as of January 15, 2020 (the "Plan of Merger"), in accordance with the Florida Business Corporation Act (the "Act") and the laws of any other applicable jurisdiction.

**ARTICLE 1
NAMES AND JURISDICTIONS OF CONSTITUENT ENTITIES**

The full name, jurisdiction of formation, entity type, and entity registration number of each Constituent Entity are as follows:

NAME	JURISDICTION OF FORMATION	ENTITY TYPE	DOCUMENT NUMBER
MGCR Partners, Inc.	Florida	Corporation	Florida Document Registration Number P19000093211
Management Guillaume Raoux	France	Simplified Joint Stock Company (<i>société par actions simplifiée</i>)	Trade and Companies Registry of Paris Number 522 587 435

**ARTICLE 2
APPROVAL AND EFFECT OF THE MERGER**

2.1 Approval of Plan of Merger. The Plan of Merger set forth herein meets the requirements of Section 607.1101 of the Act and, in accordance with Section 607.1103 of the Act, was duly adopted and approved by the sole shareholder of MGCR Partners, Inc. on January 15, 2020. The Plan of Merger set forth herein meets the requirements of the laws of France, the jurisdiction of formation of Management Guillaume Raoux, and complies with such laws in effecting the merger, and, in accordance with the laws of France, was duly adopted and approved by the sole shareholder of Management Guillaume Raoux on January 15, 2020.

2.3 Effective Date of the Merger. The Merger shall become effective on such date (the "Effective Date") as shall be stated in the Articles of Merger filed with the Secretary of State of the State of Florida in accordance with the Act.

2.4 Effect of the Merger. The Merger shall have the effects set forth in Section 607.1106 of the Act.

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ARTICLE 3 PLAN OF MERGER

3.1 The Merger. Upon the terms and subject to the conditions of this Plan of Merger, on the Effective Date in accordance with the Act, Management Guillaume Raoux shall be merged with and into MGCR Partners, Inc., and the separate existence of Management Guillaume Raoux shall thereupon cease (the "Merger"). The name of the surviving entity following the transactions contemplated by this Plan of Merger is MGCR Partners, Inc., a Florida corporation (Florida Document Registration Number P19000093211) (the "Surviving Corporation").

3.2 Tax Treatment. MGCR Partners, Inc. and Management Guillaume Raoux intend that the Merger be treated as a reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code.

3.2 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date, until thereafter amended in accordance with the terms of such Articles of Incorporation and as provided in the Act.

3.3 Bylaws. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Corporation after the Effective Date, until thereafter amended in accordance with the terms of such bylaws and as provided in the Articles of Incorporation and the Act.

3.4 Board of Directors of Surviving Company. The board of directors of the Surviving Corporation in office immediately prior to the Effective Date shall be the board of directors of the Surviving Corporation after the Effective Date, and each such director shall serve in their respective capacities in accordance with the bylaws of the Surviving Corporation until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation, disqualification, or removal.

3.6 Conversion of Shares. On the Effective Date, by virtue of the Merger and without any additional action on the part of the Constituent Entities or otherwise, the manner and basis of converting the shares of the Constituent Entities are as follows:

(a) Immediately prior to the Effective Date, Mr. Guillaume Raoux owned all of the issued and outstanding shares of capital stock in Management Guillaume Raoux. As of the Effective Date, each authorized and outstanding share of capital stock of Management Guillaume Raoux owned and held by Mr. Guillaume Raoux shall be surrendered to Management Guillaume Raoux for cancellation in consideration of 3,092,091 shares of capital stock, with a par value of \$1, in the Surviving Company.

(b) As of the Effective Date, each unauthorized and unissued share of Management Guillaume Raoux, if any, shall be canceled and extinguished by virtue of the Merger.

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(c) Each option, warrant or other right to acquire shares of Management Guillaume Raoux that is outstanding and unexercised on the Effective Date shall be canceled as of the Effective Date.

**ARTICLE 4
ADOPTION OF PLAN OF MERGER**

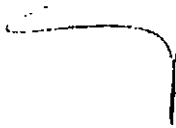
The foregoing Plan of Merger has been duly adopted and approved by the sole shareholder of MGCR Partners, Inc. and by the sole shareholder of Management Guillaume Raoux.

[SIGNATURE PAGE FOLLOWS]

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JANUARY 2020

IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of the Constituent Entities, have executed this Plan of Merger for and on behalf of each of the Constituent Entities on the date first above written.

MGCR PARTNERS, INC.

By: 
Name: Guillaume Raoux
Title: President

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NORTH DAKOTA

MANAGEMENT GUILLAUME RAOUX

By: 
Name: Guillaume Raoux
Title: President