

P19000093604

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(City/State/Zip/Phone #)

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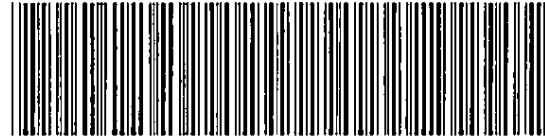
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(Business Entity Name)

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2019 DEC 20 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/2019

*Merger*

DEC 23 2019

I ALBRITTON

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 12/20/2019

Acc#I20160000072

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Name:	BRETON USA CUSTOMERS SERVICE HOLDINGS, CORP
Document #:	
Order #:	12494378

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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Certificate of Good Standing:	<input type="checkbox"/>		
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Amount: \$ 70.00

Thank you!

**EFFECTIVE DATE**  
12/31/2019

**ARTICLES OF MERGER**

**BRETON USA CUSTOMERS SERVICE, CORP.,**  
a New York corporation

into

**BRETON USA CUSTOMERS SERVICE HOLDINGS, CORP.,**  
a Florida corporation

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TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The surviving corporation (the "Surviving Corporation") is Breton USA Customers Service Holdings, Corp., a Florida corporation, whose principal business address is 1753 Northgate Boulevard, Sarasota, Florida 34234. The Surviving Corporation's Florida filing number is P19000093604.

**SECOND:** The merging corporation (the "Merging Corporation") is Breton USA Customers Service, Corp., a New York corporation, whose principal business address is 437 Madison Avenue, 40th Floor, New York, New York, 10022. The Merging Corporation's New York DOS ID number is 2519367.

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

**FOURTH:** The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes. The attached plan of merger was approved by each foreign corporation that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** The merger shall become effective on December 31, 2019.

**SIXTH:** The plan of merger was adopted by the sole shareholder of the Surviving Corporation on December 18, 2019.

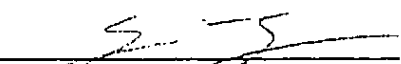
**SEVENTH:** The plan of merger was adopted by the sole shareholder of the Merging Corporation on December 18, 2019.

*[SIGNATURE PAGE FOLLOWS]*

IN WITNESS WHEREOF, the undersigned Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be executed in their respective corporate name as of the 18th day of December, 2019.

SURVIVING CORPORATION:

**BRETON USA CUSTOMERS SERVICE  
HOLDINGS, CORP.**, a Florida corporation

By:   
Gianrico Filippetto, Director

MERGING CORPORATION:

**BRETON USA CUSTOMERS SERVICE,  
CORP.**, a New York corporation

By:   
Gianrico Filippetto, Director

*[SIGNATURE PAGE TO FLORIDA ARTICLES OF MERGER]*

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## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of December 18, 2019, is by and between BRETON USA CUSTOMERS SERVICE, CORP., a New York corporation (the "Merging Corporation") and BRETON USA CUSTOMERS SERVICE HOLDINGS, CORP., a Florida corporation (the "Surviving Corporation"). The following Agreement is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**WHEREAS**, Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida;

**WHEREAS**, Merging Corporation is a corporation duly organized and existing under the laws of the State of New York;

**WHEREAS**, the Sole Shareholder and Directors of Surviving Corporation and the Sole Shareholder and Directors of Merging Corporation deem it desirable and advisable and in the best interest of each party, subject to the terms and conditions set forth herein, that Merging Corporation merge with and into Surviving Corporation, with the effect that the surviving corporation will be Surviving Corporation (the "Merger");

**WHEREAS**, Section 607.1105 of the Florida Business Corporations Act (the "FBCA") permits the merger of a corporation of the State of Florida with a corporation of another jurisdiction;

**WHEREAS**, Section 907 of the New York Business Corporation Law (the "NYBCL") permits a domestic corporation to merge with or into one or more foreign corporations;

**WHEREAS**, the Sole Shareholder and Directors of Surviving Corporation have adopted joint resolutions approving this Plan and Articles of Merger and has directed that this Plan and the Articles of Merger be executed by the undersigned and filed with all necessary government authorities; and

**WHEREAS**, the Sole Shareholder and Directors of Merging Corporation have adopted resolutions approving this Plan and Articles of Merger and has directed that this Plan and the Articles of Merger be executed by its undersigned officers and filed with all necessary government authorities.

**NOW, THEREFORE**, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

**ARTICLE I**  
**CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in Surviving Corporation and shall be thereafter as effectively the property of Surviving Corporation as they were the property of Merging Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in Surviving Corporation all rights of creditors and all liens upon the property of Merging Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of Merging Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan.

**ARTICLE II**  
**ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of Surviving Corporation until the same shall be altered, amended or repealed.

**ARTICLE III**  
**DIRECTORS, OFFICERS AND**  
**SHAREHOLDER OF SURVIVING CORPORATION**

The Directors, officers and Shareholder of Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and Shareholder of Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in Surviving Corporation.

**ARTICLE IV**  
**MANNER OF CONVERTING SHARES**

The currently issued and outstanding ownership interests of Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding ownership interests of Surviving Corporation after the Merger. All common stock in Merging Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

**ARTICLE V**  
**APPROVAL OF MERGER**

This Plan has been approved by the Sole Shareholder and Directors of Surviving Corporation as of December 18, 2019, and approved by the Sole Shareholder and Directors of Merging Corporation as of December 18, 2019.

**ARTICLE VI**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective December 31, 2019.

*[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER FOLLOWS]*

IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation have signed this Agreement and Plan of Merger as of the day and year first written above.

SURVIVING CORPORATION:

**BRETON USA CUSTOMERS SERVICE  
HOLDINGS, CORP.**, a Florida corporation.

By: [Signature]  
Gianrico Filippetto, Director

MERGING CORPORATION:

**BRETON USA CUSTOMERS SERVICE,  
CORP.**, a New York corporation

By: [Signature]  
Gianrico Filippetto, Director

*[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]*

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