

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I200000000195

REFERENCE : 116735 4311863

AUTHORIZATION :

COST LIMIT : \$ 78.75



ORDER DATE : December 30, 2019

ORDER TIME : 10:28 AM

ORDER NO. : 116735-010

CUSTOMER NO: 4311863

ARTICLES OF MERGER

COMPUTER CREATION SYSTEMS INC.

INTO

PTC WIZARD INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PTC Wizard Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carol Buckalew, Paralegal

Contact Person

Blank Rome LLP

Firm/Company

One Logan Square, FL 3

Address

Philadelphia, PA 19103

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carol Buckalew

Name of Contact Person

At (215)

988-6985

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PTC Wizard Inc.	Florida	
_____	_____	_____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Computer Creation Systems Inc.	New York	2144318
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/30 /2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/30 /2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

PTC Wizard Inc.

James Allen

Shammai Ellman, President

Computer Creation Systems Inc

James Allen

Shammai Ellman, President

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SECURITY OF STATE
FALL ARIZONA
FALL ARIZONA, ARIZONA
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Plan of Merger

(See attachment)

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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PLAN OF MERGER

This PLAN OF MERGER (the "**Plan**") Is made and entered into as of December 30, 2019 between **COMPUTER CREATION SYSTEMS INC.**, a New York corporation with a mailing address of 20968 Verano Way, Boca Raton, Florida 33433 ("**CCS Inc.**"), and **PTC WIZARD INC.**, a Florida corporation with a mailing address of 20968 Verano Way, Boca Raton, Florida 33433 ("**PTC Inc.**"). CCS Inc. and PTC Inc. are from time to time herein referred to as the "**Constituent Corporations**."

RECITALS

WHEREAS, CCS Inc. is a corporation duly organized and existing under the laws of the State of New York.

WHEREAS, PTC Inc. is a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations and their respective shareholders that CCS Inc. be merged with and into PTC Inc. for the purpose of consolidating the business of CCS Inc. with PTC Inc.

WHEREAS, each of the Constituent Corporations has adopted the terms of this Plan of Merger.

NOW, THEREFORE, in consideration of the terms hereof, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

ARTICLE I

The Merger

1.01 The Merger. Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), CCS Inc. shall be merged with and into PTC Inc. in accordance with the applicable laws of the States of New York and Florida (the "**Merger**"). The separate existence of CCS Inc. shall cease, and PTC Inc. shall be the surviving corporation (the "**Surviving Corporation**") and shall be governed by the laws of the State of Florida.

1.02 Effective Date. The Merger shall become effective on the date and at the time of filing of a Certificate of Merger with the Department of State of the State of New York, and Articles of Merger with the Secretary of State of the State of Florida, whichever later occurs (the "**Effective Date**"), all after satisfaction of the requirements of the applicable laws of such States prerequisite to such filings.

1.03 Articles of Incorporation. On the Effective Date, the Articles of Incorporation of PTC Inc., as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

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1.04 Bylaws. On the Effective Date, the Bylaws of PTC Inc., as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.

1.05 Directors and Officers. The directors and officers of PTC Inc. immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

ARTICLE II

Conversion of Shares

2.01 CCS Inc. Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, the 200 shares of CCS Inc. Common Stock outstanding immediately prior thereto shall be cancelled and cease to exist.

2.02 PTC Inc. Common Stock. The issued shares of the PTC Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

ARTICLE III

Effect of the Merger

3.01 Rights, Privileges, Etc. On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of CCS Inc. and PTC Inc.; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of CCS Inc. and PTC Inc. on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed; title to any real estate, or any interest therein vested in CCS Inc. or PTC Inc., shall not revert or in any way be impaired by reason of this Merger, and all of the rights of creditors of CCS Inc. and PTC Inc. shall be preserved unimpaired, and all liens upon the property of CCS Inc. or PTC Inc. shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

3.02 Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of CCS Inc. such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of CCS Inc. and otherwise to carry out the purposes of this Plan, and the officers and directors of the

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CLERK OF DISTRICT COURT
JULIA ROSS

Surviving Corporation are fully authorized in the name and on behalf of CCS Inc. or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE IV

Miscellaneous

4.01 Abandonment. At any time before the Effective Date, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either CCS Inc. or PTC Inc. or both.

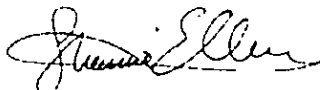
4.02 Amendment. At any time prior to the Effective Date, this Plan may be amended or modified in writing by the Board of Directors of either CCS Inc. or PTC Inc. or both.

4.03 Governing Law. This Plan shall be governed by and construed and enforced in accordance with the laws of the State of Florida and, so far as applicable, the merger provisions of the New York Business Corporation Law.

4.04 Counterparts. In order to facilitate the filing and recording of this Plan, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties have executed this Plan effective as of the day and year first above written.

COMPUTER CREATION SYSTEMS INC.,
a New York corporation

By: 
Shammai Ellman, President

PTC WIZARD INC., a Florida corporation

By: 
Shammai Ellman, President

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