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Account Number : 072100000126
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MERGER OR SHARE EXCHANGE

Comex-FL, Inc.

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Fax Audit No.: H200001251583**ARTICLES OF MERGER**

The undersigned corporations, **COMEX SYSTEMS, INC.**, a New Jersey corporation, and **COMEX-FL, INC.**, a Florida corporation, pursuant to Section 607.1105 and Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporation proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Document Number</u>
Comex Systems, Inc.	New Jersey	3612135000
Comex-FL, Inc.	Florida	P20000027559

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: Comex Systems, Inc., the foreign corporation, will be merged with and into Comex-FL, Inc., the domestic corporation; and such domestic corporation will comply with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, since it is the surviving corporation of the merger, with Section 607.1105 F.S.

FOURTH: The Plan of Merger is attached hereto as Exhibit "A".

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FIFTH: The effective date of the merger and these Articles of Merger shall be the date of filing of these Articles of Merger with the Florida Department of State of Florida.

SIXTH: The Plan of Merger was recommended and adopted by the board of directors and approved by the shareholders of Comex Systems, Inc., on April 15, 2020, in accordance with the organic law governing that corporation and was recommended and adopted by the board of directors and approved by the shareholders of Comex-FL, Inc., on April 15, 2020, in accordance with Sections 607.1101(1)(b) - 607.1104 F.S.

SEVENTH: The Articles of Incorporation of Comex-FL, Inc. shall be the Articles of Incorporation of the surviving corporation with Paragraph 1 thereof being amended to read as follows:

1. Corporate Name. The name of the corporation is COMEX SYSTEMS, INC.

Signed this 30th day of April, 2020.

COMEX SYSTEMS, INC., a New Jersey corporation

By: 

Christine Prybylowski, President

COMEX-FL, INC., a Florida corporation

By: 

Christine Prybylowski, President

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Horlick & Corbridge, P.A.
1314 E. Venice Ave., Ste. D
Venice, FL 34285
(941) 484-5656
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Fl Articles of Merger.Execution.wpd

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Exhibit "A"

PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter called the "Plan"), is dated as of April 15, 2020 between COMEX SYSTEMS, INC., a New Jersey corporation (hereinafter called "Comex") and COMEX-FL, INC., a Florida corporation (hereinafter called "Comex-FL") which corporations are wholly owned by Christine Prybylowski and Doug Prybylowski, both individuals (hereinafter called "Mr. & Mrs. Prybylowski").

WITNESSETH:

I. PURPOSE OF THE PLAN

Comex was incorporated in the State of New Jersey on August 30, 1972, by Audrey Prybylowski who was then a resident of the State of New Jersey. Since the date of the incorporation of Comex, Mr. & Mrs. Prybylowski became the SOLE shareholders. They have moved their residence to the State of Florida and intend that the business of Comex will be conducted solely in Florida. In view of the absence of any continuing contacts with the State of New Jersey and in view of the state and local tax filing considerations which militate in favor of a change in the place of incorporation of Comex to the State of Florida, the board of directors and stockholders of Comex seek to reincorporate Comex in the State of Florida in a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

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II. PLAN OF REINCORPORATION

Under the Plan, Comex-FL has been incorporated in the State of Florida by Mr. & Mrs. Prybylowski. In compliance with the applicable provisions of the laws of the State of New Jersey and the State of Florida, Comex shall be, and on the effective date of the merger will be, merged with and into Comex-FL, which shall be the surviving corporation. Upon such merger, the separate corporate existence of Comex shall cease and Comex-FL shall succeed, without other transfer, to all of the rights and properties of Comex and shall become subject to all debts and liabilities of Comex in the same manner as if Comex-FL itself had incurred them.

III. METHOD OF CARRYING OUT THE PLAN

The Articles of Incorporation of Comex-FL as in effect on the effective date of the merger, including an amendment to change its corporate name to "Comex Systems, Inc.", shall continue in full force and effect as the Articles of Incorporation of the surviving corporation until amended as provided by law. The Bylaws of Comex-FL as in effect on the effective date of the merger shall continue in full force and effect as the Bylaws of Comex-FL until amended as provided by law.

IV. EXCHANGE OF SHARES

All of the shares on Comex and Comex-FL are owned by Mr. & Mrs. Prybylowski in identical percentages. All of the outstanding shares of Comex which are issued and outstanding on the effective date of the merger will be cancelled. Each outstanding share of Comex-FL on the effective date of the merger will continue to be an outstanding share of stock of the surviving corporation.

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V. COMPLIANCE WITH NEW JERSEY LAW

On or before the date of the merger, Comex-FL, Inc. shall take such steps as may be required in the State of New Jersey to qualify as a foreign corporation authorized to do business in that state.

The President or Vice-President of Comex, the constituent New Jersey corporation party to this merger, shall sign this Plan of Merger in behalf of the corporation. This Plan shall then be submitted to the shareholders of the corporation at a meeting thereof, separately called and held for the purpose of considering and taking action upon the proposed merger. At such meeting this Plan shall be considered and a vote taken thereon in the manner prescribed by Title 14A, Section 14A:10-3 of the Revised Statutes of New Jersey.

Comex-FL constituent Florida corporation party to this merger, shall comply with the applicable laws of the State of Florida in order to effectuate this Plan of Merger.

VI. POST MERGER PROCEEDINGS

A meeting of the board of directors of Comex-FL, the corporation which shall survive this merger, shall be held as soon as practicable after the date on which this merger shall become effective and may be called in the manner provided in its Bylaws for the calling of special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting. The corporation which shall survive the merger shall thereupon conduct such business and pay all expenses of carrying this Plan of Merger into effect and of accomplishing this merger.

VII. VESTING OF RIGHTS, DUTIES AND OBLIGATIONS

When the merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations parties to this merger, whether of a public or private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well for stock subscriptions as all other things in action or belonging to either of the said corporations shall be vested in the corporation which shall survive this merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation which shall survive this merger as they were of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of Comex shall thenceforth attach to Comex-FL, the corporation which shall survive this merger, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

VIII. FURTHER ASSIGNMENTS AND ASSURANCES

If at any time Comex-FL, the corporation which shall survive the merger, shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the said corporation, according to the terms hereof, the title to any property or rights of Comex, the proper officers and directors of said surviving corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary

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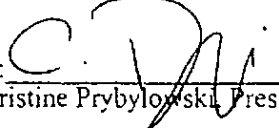
or proper to vest title in such property or rights in the corporation which shall survive the merger and otherwise to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be duly executed by its President and corporate seal to be affixed hereto and attested by its Secretary.

ATTEST:


Doug Prybylowski, Secretary


COMEX SYSTEMS, INC.

By:  (SEAL)
Christine Prybylowski, President

ATTEST:


Doug Prybylowski, Secretary

COMEX-FL, INC.

By:  (SEAL)
Christine Prybylowski, President

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THE NINTH JUDICIAL CIRCUIT
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