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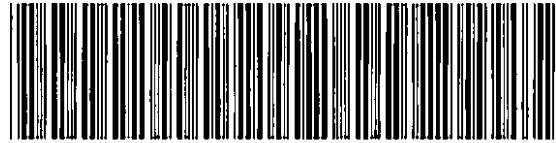
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**CT CORP**  
**3458 Lakeshore Drive, Tallahassee, FL 32312**  
**850-656-4724**

**Date:** 11/5/2020

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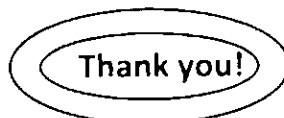
Name:	BT ROLLOVER HOLDINGS, INC.
Document #:	
Order #:	13338876

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Ref# _____

Amount: \$ 70.00
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**ARTICLES OF MERGER**

**OF**

**BT ROLLOVER HOLDINGS, INC.**  
**(a Delaware corporation)**

**WITH AND INTO**

**BT ROLLOVER HOLDINGS, INC.**  
**(a Florida corporation)**

**Under Section 607.1105 of the Florida Business Corporation Law**

It is hereby certified on behalf of BT Rollover Holdings, Inc., a Delaware corporation (the "**Merging Corporation**"), and BT Rollover Holdings, Inc., a Florida corporation (the "**Surviving Corporation**"), as follows:

FIRST: Attached hereto is a full and complete copy of the Plan and Agreement of Merger between the constituent corporations, as certified by the Secretary of each corporation.


SECOND: The effective date of the merger herein certified, insofar as the provisions of the Florida Business Corporation Law govern such effective date, shall be the date these Articles of Merger are accepted for filing with the Florida Department of State.

THIRD: The Plan and Agreement of Merger was adopted and approved by the shareholders of each corporation pursuant to, with respect to the Surviving Corporation, a Written Consent of Shareholders, dated November 1, 2020, and, with respect to the Merging Corporation, Written Consent of Stockholders, dated November 1, 2020.

Executed on November 5th, 2020.

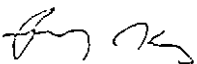
**SURVIVING CORPORATION:**

BT ROLLOVER HOLDINGS, INC.

By:   
Name: Robert T. Kiffney  
Title: Secretary

**MERGING CORPORATION:**

BT ROLLOVER HOLDINGS, INC.

By:   
Name: Robert T. Kiffney  
Title: Secretary

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "**Agreement**") is made this 1st day of November 2020, between BT Rollover Holdings, Inc., a Delaware corporation (the "**Merging Corporation**") and BT Rollover Holdings, Inc., a Florida corporation (the "**Surviving Corporation**").

WHEREAS, the parties desire to enter into a merger pursuant to which the Merging Corporation shall merge with and into the Surviving Corporation on the terms set forth herein.

NOW, THEREFORE, in consideration of the foregoing premises, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree as follows:

1. Merger. The parties hereby agree to merge in accordance with the terms and conditions of this Agreement. The merger between the parties described herein (the "**Merger**") shall be accomplished in the manner specified by the General Corporations Law of the State of Delaware and the Business Corporation Act of the State of Florida. The Merger shall be accomplished as follows:

(a) The Surviving Corporation shall cause the Articles of Merger in the form attached hereto as Exhibit A (the "**Articles**") to be executed on behalf of the Surviving Corporation by its President and on behalf of the Merging Corporation by its President, and filed with the Florida Department of State; and

(b) The Merging Corporation shall cause the Certificate of Merger in the form attached hereto as Exhibit B (the "**Certificate**") to be executed on behalf of the Merging Corporation by its President and on behalf of the Surviving Corporation by its President, and filed with the Secretary of State of the State of Delaware.

2. Effective Date. The Merger shall become effective upon the acceptance of the Articles of Merger by the Florida Department of State (the "**Effective Date**").

3. Surviving Entity. Effective on the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation; the separate existence of the Merging Corporation shall cease; the Surviving Corporation shall continue in existence and shall thereafter possess any and all purposes and powers of the Merging Corporation; all assets, rights, properties and privileges of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed, subject to all the debts and obligations of the Merging Corporation; and any existing claim, action or proceeding pending by or against the Merging Corporation may be prosecuted to judgement as if the Merger had not taken place, or, on motion of the Surviving Corporation or any party, the Surviving may be substituted as a party, and a judgement against the Merging Corporation shall constitute a judgement against the Surviving Corporation.

4. Charter; Bylaws. The charter of Surviving Corporation as it exists on the Effective Date shall be the charter of Surviving Corporation following the Effective Date, and there shall be no other amendments to the charter, unless and until the same shall be amended or repealed in accordance with the provisions thereof. The Bylaws of Surviving Corporation as they exist on the Effective Date shall be the Bylaws of Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

5. Board of Directors and Officers. The members of the board of directors and the officers of Surviving Corporation immediately after Merger shall be those persons who were the members of the board of directors and the officers, respectively, of Surviving Corporation immediately prior to the Merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. Capital Stock.

(a) The authorized capital stock of Surviving Corporation following the Effective Date shall be 1,000 shares of Common Stock, par value \$0.001 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida; and

(b) Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock, par value \$0.001 per share, of Merging Corporation shall be cancelled automatically and shall cease to exist, without any payment or other distribution in respect thereof.

7. Conversion of Capital Stock. Each share of Common Stock of Merging Corporation issued and outstanding immediately prior to the Effective Date shall be converted into and exchanged for the equivalent amount of shares of Common Stock of Surviving Corporation.

8. Mere Change in Place of Organization. The Merger is intended to qualify as a mere change in place of organization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. Notwithstanding, the Surviving Corporation shall retain its existing employer identification number.

9. Approval of Merger. The terms and conditions of the Merger, the Articles, and the Certificate were advised, authorized, and approved by the members of the board of directors and shareholders of the Surviving Corporation in the manner and by the vote required by its charter and Business Corporation Act of the State of Florida. The terms and conditions of the Merger, the Articles, and the Certificate were advised, authorized, and approved by the members of the board of directors and shareholders of Merging Corporation in the manner and by the vote required by its charter and General Corporations Law of the State of Delaware

10. Amendments. This Agreement may be amended, modified, supplemented or changed, in whole or in part, only by an agreement in writing making specific reference to this Agreement and executed by each of the parties hereto.

11. Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns; provided, however, that this Agreement and the rights of the parties hereunder may not be assigned, and the obligations of the parties hereunder may not be delegated, in whole or in part, without the prior written consent of the other party hereto. Nothing in this Agreement is intended to confer upon any person or party other than the parties hereto any rights or remedies hereunder.

12. Further Assurances. The parties hereto each agree to execute, make, acknowledge and deliver such instruments, agreements and other documents as may be reasonably required to effectuate the purposes of this Agreement and to consummate the transactions contemplated hereby.

13. Governing Law. This Agreement shall be interpreted, construed, and enforced in accordance with, and shall be governed by, the laws of the State of Florida.

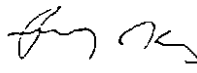
14. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

[Signatures on Following Page]

IN WITNESS WHEREOF, each of the undersigned have caused this Agreement to be executed and delivered, each intending it to constitute an instrument under seal, as of the date set forth above.


**SURVIVING CORPORATION:**

BT ROLLOVER HOLDINGS, INC.  
a Florida corporation

By:  (SEAL)  
Name: Robert T. Kiffney  
Title: President

**MERGING CORPORATION:**

BT ROLLOVER HOLDINGS, INC.  
a Delaware corporation

By:  (SEAL)  
Name: Robert T. Kiffney  
Title: President

**EXHIBIT A**

**ARTICLES OF MERGER**

[Attached]



**ARTICLES OF MERGER**  
**OF**  
**BT ROLLOVER HOLDINGS, INC.**  
**(a Delaware corporation)**  
**WITH AND INTO**  
**BT ROLLOVER HOLDINGS, INC.**  
**(a Florida corporation)**

**Under Section 607.1105 of the Florida Business Corporation Law**

It is hereby certified on behalf of BT Rollover Holdings, Inc., a Delaware corporation (the “**Merging Corporation**”), and BT Rollover Holdings, Inc., a Florida corporation (the “**Surviving Corporation**”), as follows:

FIRST: Attached hereto is a full and complete copy of the Plan and Agreement of Merger between the constituent corporations, as certified by the Secretary of each corporation.

SECOND: The effective date of the merger herein certified, insofar as the provisions of the Florida Business Corporation Law govern such effective date, shall be the date these Articles of Merger are accepted for filing with the Florida Department of State.

THIRD: The Plan and Agreement of Merger was adopted and approved by the shareholders of each corporation pursuant to, with respect to the Surviving Corporation, a Written Consent of Shareholders, dated November \_\_, 2020, and, with respect to the Merging Corporation, Written Consent of Stockholders, dated November \_\_, 2020.

Executed on November \_\_, 2020.

**SURVIVING CORPORATION:**

BT ROLLOVER HOLDINGS, INC.

**MERGING CORPORATION:**

BT ROLLOVER HOLDINGS, INC.

By: \_\_\_\_\_  
Name: Robert T. Kiffney  
Title: Secretary

By: \_\_\_\_\_  
Name: Robert T. Kiffney  
Title: Secretary

**EXHIBIT B**

**CERTIFICATE OF MERGER**

[Attached]

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
BT ROLLOVER HOLDINGS, INC.  
(a Delaware corporation)  
WITH AND INTO  
BT ROLLOVER HOLDINGS, INC.  
(a Florida corporation)

THIS CERTIFICATE OF MERGER (this "**Certificate**") is filed by BT Rollover Holdings, Inc., a Florida corporation (the "**Surviving Corporation**"), in accordance with the provisions of Section 8-252 of the Delaware General Corporations Law (the "**Corp Act**"), for the purpose of merging BT Rollover Holdings, Inc., a Delaware corporation (the "**Merging Corporation**," and together with the Surviving Corporation, the "**Constituent Entities**"), with and into the Surviving Corporation (the "**Merger**").

1. The name, jurisdiction of formation, and entity type of the Constituent Entities are:

<u>Name</u>	<u>Jurisdiction of Formation and Entity Type</u>
BT Rollover Holdings, Inc.	Delaware corporation
BT Rollover Holdings, Inc.	Florida corporation

2. An Plan and Agreement of Merger (the "**Agreement**") has been approved, adopted, certified, acknowledged and executed by each of the Constituent Entities in accordance with Section 8-252 of the Corp Act.
3. The name of the Surviving Corporation is BT Rollover Holdings, Inc.
4. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the Merger shall be the Articles of Incorporation of the Surviving Articles of Incorporation following the Merger and shall not be amended as a result of the Merger.
5. The Merger shall be effective at 11:59 p.m. on November \_\_, 2020.
6. The Agreement is on file with the Surviving Corporation located at 4394 Caldera Circle, Naples, Florida 34119.
7. A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any member of the Merging Corporation or any member of the Surviving Corporation.

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate to be signed by an authorized person, as of the \_\_\_\_ day of November, 2020.

**BT ROLLOVER HOLDINGS, INC.**

By: \_\_\_\_\_

Name: Robert T. Kiffney

Title: President