

P24000003181

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

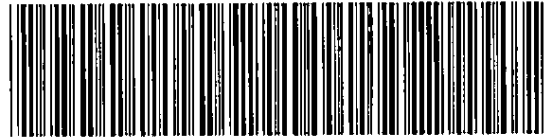
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ALABAMA SECRETARY OF REVENUE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Curascientific Corp. P24000003181
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Samuel Berry
Contact Person

Firm/Company

12162 Riffle Rd.
Address

Nevada City CA 95959
City/State and Zip Code

Sam@brewbilt.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
Area Code & Daytime Telephone Number

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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Curascientific Corp.</u>	<u>Florida</u>	<u>Corp.</u>	<u>P24000003181</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Curascientific Corp.</u>	<u>OK</u>	<u>C Corp</u>	<u>1913544901</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

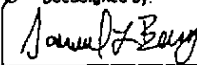
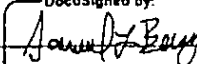
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s): <small>DocuSigned by:</small>	Typed or Printed Name of Individual:
Samuel Berry	 <small>FO31B1CA88D94EA...</small>	President
Samuel Berry	 <small>FO31B1CA88D94EA...</small>	President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

**AGREEMENT OF MERGER
(Domiciliary Change)
CURASCIENTIFIC CORP.
AN OKLAHOMA CORPORATION
#1913544901
and
CURASCIENTIFIC CORP.
A FLORIDA CORPORATION
#P24000003181**

THIS AGREEMENT OF MERGER (the "Agreement") dated as of the 26th day of January, 2024 (the "Effective Date"), is made and entered into by and between Curascientific Corp., a Oklahoma corporation ("CSOK"), and Curascientific Corp., a Florida corporation ("CSFL"), which corporations are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, CSOK is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of Thirty Billion (30,000,000,000) shares are designated as Common Stock, having a par value of \$0.00001 per share, and Twenty-Five Million (25,000,000) shares are designated as Preferred Stock, having a par value \$0.00001 per share, of which Twenty Million (20,000,000) shares are further designated "Series (A) Preferred Stock" (the "Series A Preferred Stock"), and Two Thousand Five Hundred (2,500) shares are designated as "Series (B) Preferred Stock" (the "Series B Preferred Stock"); and

WHEREAS, CSFL is a corporation organized and existing under the Oklahoma General Corporation Act and has an authorized capital of Thirty Billion (30,000,000,000) shares are designated as Common Stock, having a par value of \$0.00001 per share, and Twenty-Five Million (25,000,000) shares are designated as Preferred Stock, having a par value \$0.00001 per share, of which Twenty Million (20,000,000) shares are further designated "Series (A) Preferred Stock" (the "Series A Preferred Stock"), and Two Thousand Five Hundred (2,500) shares are designated as "Series (B) Preferred Stock" (the "Series B Preferred Stock"); and

WHEREAS, the respective Boards of Directors of CSOK and CSFL have determined that it is in the best interests of CSOK and CSFL, and their respective shareholders, that CSOK merge with and into CSFL (the "Merger") to move the domicile from Oklahoma to Florida; and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that CSOK shall be merged into CSFL.

ARTICLE I MERGER

1.1 MERGER. On the Effective Date of the Merger as provided herein, CSOK shall be merged into CSFL, the separate existence of CSOK shall cease, and CSFL (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name Curascientific Corp., by virtue of, and shall be governed by, the laws of the State of Florida.

ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 ARTICLES OF INCORPORATION. The name of the Surviving Corporation shall be "Curascientific Corp." Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Certificate of Incorporation of CSFL (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 BYLAWS. The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of CSFL (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 OFFICERS AND DIRECTORS. Upon the Effective Date, the officers of CSFL shall be the officers of the Surviving Corporation, and the members of the Board of Directors of CSFL shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If, upon the Effective Date, a vacancy shall exist in the Board of Directors

of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

ARTICLE III

EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 CONVERSION OF SHARES. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of CSOK Common Stock or any shares of CSFL Common Stock:

(a) Each share of CSFL Common Stock owned by CSOK immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) Each share of common stock of CSOK outstanding immediately prior to the Effective Time shall be deemed, represent and become one fully paid and non-assessable share of common stock of the Surviving Corporation and such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation (the "Surviving Corporation Shares").

ARTICLE IV

GENERAL

4.1 FURTHER ASSURANCES. Each of CSOK and CSFL agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of CSOK and CSFL and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of CSOK and CSFL may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of CSOK and CSFL. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

4.4 GOVERNING LAW. This Agreement shall be governed by and construed in accordance by the laws of the State of Oklahoma, without giving effect to the principles of conflicts of laws thereof.

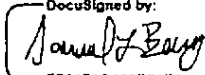
4.5 FEES AND EXPENSES. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.

4.6 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

.....

IN WITNESS WHEREOF, the Florida Corporation and the Oklahoma Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger to be executed by an authorized officer of each party thereto.

Curascientific Corp. (CSOK)
an Oklahoma Corporation

DocuSigned by:

F031B1CA98D84EA

Samuel Berry, President/Director

Curascientific Corp. (CSFL)
a Florida Corporation

DocuSigned by:

F031B1CA98D84EA

Samuel Berry, President/Director