

vision of Corporations

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# Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
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## MERGER OR SHARE EXCHANGE COVERALL NORTH AMERICA, INC.

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## 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><br>(If known/ applicable) |
|------------------------------|----------------------|--|
| Coverall North America, Inc. | Delaware corporation | P30209   |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| 4444 International, Inc. | Florida corporation | L32609   |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |

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 January 31, 2018

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 January 31, 2018

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

Coverall North America, Inc.

*Robert C. Long*

Richard Ascolese, Sole Director & Officer

4444 International, Inc.

Monty King

Richard Ascolese, Sole Director & Officer

## PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u>                  | <u>Jurisdiction</u> |
|------------------------------|---------------------|
| Coverall North America, Inc. | Delaware            |

The name and jurisdiction of each subsidiary corporation:

| <u>Name</u>              | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| 4444 International, Inc. | Florida             |
|                          |                     |
|                          |                     |
|                          |                     |
|                          |                     |
|                          |                     |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Coverall North America, Inc. owns 100% of the capital stock of 4444 International, Inc. See attached Agreement of Merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Agreement of Merger.

**AGREEMENT OF MERGER  
OF  
4444 INTERNATIONAL, INC.  
INTO  
COVERALL NORTH AMERICA, INC.**

This **AGREEMENT OF MERGER** (this "Agreement of Merger") is entered into January 31, 2018, by and between 4444 International, Inc. a Florida corporation (the "Merging Company"), and Coverall North America, Inc., a Delaware corporation (the "Surviving Company").

**WHEREAS**, the Surviving Company owns 100% of the capital stock of the Merging Company; and

**WHEREAS**, the Board of Directors of each of the Merging Company and the Surviving Company, respectively, deem it advisable and in the best interests of the corporations and their respective shareholders that the Merging Company merge into the Surviving Company under, and pursuant to, the provisions of the Florida Business Corporations Act (the "Act"), that the separate corporate existence of the Merging Company cease, and that the Surviving Company continue to exist as a Delaware corporation in accordance with the terms of this Agreement of Merger.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Merger.** The Merging Company shall be, and it hereby is, merged into the Surviving Company (the "Merger").
2. **Effective Time.** This Agreement of Merger shall become effective immediately upon the filing of this Agreement of Merger with the Secretary of State of the State of Florida in accordance with the Act (the date and time of such effectiveness being hereinafter called the "Effective Time").
3. **Share Cancellation.** At the Effective Time, each share of the Merging Company's capital stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof, and each holder of a certificate representing any such shares shall cease to have any rights with respect to such shares.
4. **Effect of Merger.** The Surviving Company shall survive the Merger and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Merging Company shall cease forthwith upon the Effective Time.
5. **Certificate of Incorporation.** At and after the Effective Time, the Articles of Incorporation as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Act.

6. **Bylaws.** The Bylaws of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Company (the "Bylaws") following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Act.

7. **Board Of Directors And Officers.** The members of the Board of Directors and the officers of the Surviving Company immediately after the Effective Time of the Merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Company immediately prior to the Effective Time of the Merger, and such persons shall serve such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.


8. **Further Assurances.** The Merging Company shall, from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger. If at any time the Surviving Company shall consider or be advised that any acknowledgments or assurances in law, or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Company any right, title, or interest of the Merging Company held immediately prior to the Effective Time, the Merging Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Company as shall be necessary to carry out the purposes of this Agreement of Merger, and the Surviving Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Merging Company or otherwise.


9. **Rights And Liabilities Of Surviving Company.** At and after the Effective Time, the Surviving Company shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to the Merging Company or whatever account shall be vested in the Surviving Company; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Surviving Company as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the Merging Company shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Company; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the Surviving Company shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

10. **Termination.** This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of the Surviving Corporation or the Merging Company at any time prior to the Effective Time, whether before or after approval by the shareholders of the two corporate parties hereto.


IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by their respective Boards of Directors, has caused this Agreement of Merger to be executed by an authorized officer.


**4444 INTERNATIONAL, INC.,**  
a Florida corporation  
as "Merging Company"

By:   
Name: Richard A. Ascolese  
Title: President & Sole Director

By:   
Name: Phillip Leslie Wharton  
Title: Secretary

**COVERALL NORTH AMERICA, INC.**  
a Delaware corporation  
as "Surviving Company"

By:   
Name: Richard A. Ascolese  
Title: President & Chief Executive Officer

By:   
Name: Phillip Leslie Wharton  
Title: Secretary & Chief Legal Officer