

2/19/2020

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**MERGER OR SHARE EXCHANGE  
EBA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

PLEASE HONOR ORIGINAL DATE 02-19-20

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FEB 21 2020

PLEASE HONOR ORIGINAL DATE 02-19-20



February 20, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT

SUBJECT: EBA, INC.  
REF: P94000014698

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any further questions concerning your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III  
Amendment Section

FAX Aud. #: H20000055683  
Letter Number: 520A00003766

## 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)
EBA, INC.	Florida	P94000014698

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EA INVESTMENTS, INC.	Florida	P97000074909

**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 February 18, 2020 . X

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 February 18, 2020

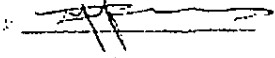
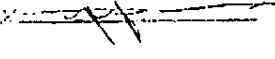
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was ~~not~~ required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
EBA, INC.		Elias Afara, President
EA INVESTMENTS, INC.		Elias Afara, President

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 20 FEB 19 AM 9:14  
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 OF FLORIDA

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STATE  
CLERK OF COURT  
TAMPA, FLORIDA

**AGREEMENT AND PLAN OF MERGER  
OF  
EA INVESTMENTS, INC.  
INTO  
EBA, INC.**

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is entered into as of February 18, 2020 by and between **EA INVESTMENTS, INC.**, a Florida corporation ("EA") and **Surviving Corporation**, a Florida corporation ("Surviving Corporation").

**WHEREAS**, the sole shareholder of each of EA and Surviving Corporation deems it advisable and to the advantage, welfare, and best interests of said entities to merge EA with and into Surviving Corporation pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA") upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the parties hereto, duly approved by a resolution adopted by EIA Holdings, Inc., the sole shareholder of both EA and Surviving Corporation on February 18, 2020, the Agreement and the terms and conditions thereof are hereby determined and agreed upon as follows:

1. EA shall, pursuant to the provisions of the FBCA be merged with and into Surviving Corporation (the "Merger"). The Surviving Corporation will maintain its Florida registered office address at the following address: 7031 Benjamin Rd, Ste #G, Tampa, FL 33638 at the Effective Time of the Merger.

2. The separate existence of EA shall cease at the Effective Time in accordance with the provisions of the FBCA.

3. At the Effective Time of the Merger: (a) each issued share of stock of EA shall be surrendered and cancelled; and (b) the issued and outstanding shares of stock of the Surviving Corporation shall not be converted or exchanged in any manner, and each such share which is issued and outstanding as of the Effective Time of the Merger shall continue to represent the same issued and outstanding share of stock of the Surviving Corporation after the Merger and all rights and preferences related thereto shall be identical to those prior to the Merger.

4. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation, until further amended and changed in the manner prescribed by the provisions of the FBCA. The bylaws of the Surviving Corporation, as now in force and effect, shall continue to be the bylaws of said Surviving Corporation, until further amended and changed in the manner prescribed by the provisions of the FBCA.

5. Notwithstanding the full approval and adoption of this Agreement, this Agreement may be terminated at any time prior to the filing of articles of merger with the Florida Department of State pursuant to Section 6067.1101(9) of the FBCA.

6. This Agreement may be amended by the mutual agreement of the Surviving Corporation and EA.

7. The "Effective Time" of the Merger shall be upon the filing of articles of merger with the Florida Department of State.

9. In the event that this Agreement shall have been duly adopted and approved on behalf of EA and of the Surviving Corporation in accordance with the provisions of the FBCA, the said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida to effectuate the merger herein provided for.

10. The respective board of directors and proper officers of EA and the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

11. This Agreement may be executed in any number of counterparts, including by facsimile or electronic signature, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

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OFFICE OF THE CLERK  
OF THE FLORIDA DEPARTMENT OF STATE

IN WITNESS WHEREOF, this Agreement is hereby duly executed on behalf of each of the parties hereto.

EA INVESTMENTS, INC.

EBA, INC.

By: [Signature]  
Name: Elias Affara  
Title: President

By: [Signature]  
Name: Elias Affara  
Title: President

Date: Feb-18-, 2020

Date: Feb-18-, 2020

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STATE OF FLORIDA

4813-3577-4003, v. 2