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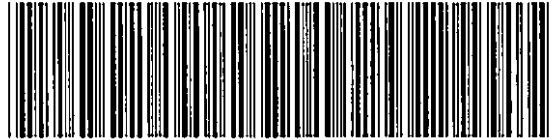
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2018 DEC 21 PM 2:10  
SFT Service - ALABAMA  
JAN 05 2019

*M. G. L.*

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**Hughes  
Hubbard  
& Reed**

Hughes Hubbard & Reed LLP  
201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Office: +1 (305) 358-1666  
Fax: +1 (305) 371-8759  
hugheshubbard.com

December 20, 2018

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

Re: Merger of Brasif Tax Free, Inc. and Brasif Services, Inc.

Dear Sir/Madam:

Please find enclosed a cover letter, articles of merger, and plan of merger for the merger of Brasif Tax Free, Inc. into Brasif Services, Inc., as well as a check covering the filing fees related thereto. Subsequently to the completion of the merger, Brasif Services, Inc. was converted into a Florida limited liability company named "Brasif Services, LLC" pursuant to articles of conversion and the articles of Brasif Services, LLC, which are being filed with the New Filing Section of the Division of Corporations.

Best regards,



Shaun Haines  
Associate

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Brasif Services, Inc.  
\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Shaun Haines  
\_\_\_\_\_  
Contact Person

Hughes Hubbard & Reed LLP  
\_\_\_\_\_  
Firm/Company

201 S. Biscayne Blvd., Suite 2500  
\_\_\_\_\_  
Address

Miami, FL 33134  
\_\_\_\_\_  
City/State and Zip Code

shaun.haines@hugheshubbard.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shaun Haines  
\_\_\_\_\_  
Name of Contact Person

At ( 305 ) 379-7238  
\_\_\_\_\_  
Area Code & Daytime Telephone Number

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

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

ARTICLES OF MERGER  
OF  
BRASIF TAX FREE, INC.  
INTO  
BRASIF SERVICES, INC.

FILED  
2018 DEC 21 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger (this "Articles of Merger") are entered into as of December 20, 2018 by and between BRASIF TAX FREE, INC., a Florida corporation, and BRASIF SERVICES, INC., a Florida corporation, pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Statutes:

FIRST: The name and state of incorporation of each of party to the merger is as follows:

<u>NAME</u>	<u>STATE OF DOMICILE</u>
BRASIF TAX FREE, INC.	Florida
BRASIF SERVICES, INC.	Florida

SECOND: BRASIF TAX FREE, INC. shall be merged with and into BRASIF SERVICES, INC. (the "Merger").

THIRD: The Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") has been approved and adopted by the Board of Directors of each of the constituent corporations as of December 20, 2018 as required under Section 607.1104, and shareholder approval was not required.

FOURTH: That the name of the surviving corporation is BRASIF SERVICES, INC., a Florida corporation.

FIFTH: That the Articles of Incorporation of BRASIF SERVICES, INC. shall be the Articles of Incorporation of the surviving corporation (the "Surviving Corporation").

SIXTH: The Merger shall be effective at the time that the Articles of Merger are duly filed with the Secretary of State of the State of Florida.

SEVENTH: That the executed Plan of Merger shall be filed in the minute book of the Surviving Corporation.

*[Handwritten signature]*  
*[Handwritten mark]*



IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed as of the date first above written.

BRASIF SERVICES, INC.



By: [Signature]  
Name: Jonas Barcellos Corrêa Filho  
Title: Director

By: [Signature]  
Name: Santos de Araújo Fagundes  
Title: Director

BRASIF TAX FREE, INC.

By: [Signature]  
Name: Jonas Barcellos Corrêa Filho  
Title: Director

By: [Signature]  
Name: Santos de Araújo Fagundes  
Title: Director

**PLAN OF MERGER  
OF  
BRASIF TAX FREE, INC.  
INTO  
BRASIF SERVICES, INC.**

This Plan of Merger (this "Plan") is entered into as of December 20, 2018, by and between BRASIF TAX FREE, INC., a Florida corporation, and BRASIF SERVICES, INC., a Florida corporation, pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Statutes.

**WITNESSETH:**

WHEREAS, BRASIF TAX FREE, INC. is a wholly-owned subsidiary of BRASIF SERVICES, INC.;

WHEREAS, the Board of Directors of BRASIF TAX FREE, INC. and the Board of Directors of BRASIF SERVICES, INC. have each approved this Plan and deem it to be in the best interests of their respective corporation and its shareholders;

WHEREAS, pursuant to the transactions contemplated by this Plan and on the terms and subject to the conditions set forth herein, BRASIF TAX FREE, INC. shall be merged with and into BRASIF SERVICES, INC. (the "Merger"), with BRASIF SERVICES, INC. being the surviving corporation (the "Surviving Corporation"); and

WHEREAS, it is intended that (i) this Plan constitutes a plan of liquidation for purposes of Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and successor provisions); and (ii) the Merger will constitute a "completion liquidation" under Section 332 of the Code, and corresponding provisions of applicable state laws (and successor provisions).

NOW, THEREFORE, in consideration of the foregoing and the respective covenants and agreements set forth herein, the parties hereto, intending to be legally bound, agree as follows:

1. At the Effective Time (as defined in Section 5), in accordance with the provisions of Section 607.1104 of the Florida Statutes, BRASIF TAX FREE, INC. shall be merged with and into BRASIF SERVICES, INC., the separate existence of BRASIF TAX FREE, INC. shall cease, and BRASIF SERVICES, INC. shall continue as the Surviving Corporation.

2. At the Effective Time, by virtue of the Merger without any action on the part of any party hereto, all of the equity interest of BRASIF TAX FREE, INC. that is owned by BRASIF SERVICES, INC. immediately prior to the Effective Time shall automatically be canceled and cease to exist, and no consideration will be delivered in exchange therefor.

3. The Articles of Incorporation, the bylaws and directors and officers of BRASIF SERVICES, INC. immediately prior to the effectiveness of the Merger shall continue as such for the Surviving Corporation.

*A* *P*



4. BRASIF SERVICES, INC. as the sole shareholder of BRASIF TAX FREE, INC. confirms its consent to the Merger, acknowledges receipt of this Plan and waives the mailing requirement provided by Section 607.1104(2) of the Florida Statutes.

5. The Merger shall be effective at the time that the Articles of Merger with respect to the Merger are duly filed with the Secretary of State of the State of Florida (the "Effective Time").

6. The parties hereto each agree to take or cause to be taken all such action and execute and deliver or cause to be delivered all such documents as may reasonably be requested in order to carry out and implement the terms and provisions of this Plan.

IN WITNESS WHEREOF, each of the parties hereto caused this Plan to be executed as of the date first above written.



BRASIF SERVICES, INC.

By: [Signature]  
Name: Jonas Barcellos Corrêa Filho  
Title: Director

By: [Signature]  
Name: Santos de Araújo Fagundes  
Title: Director

BRASIF TAX FREE, INC.

By: [Signature]  
Name: Jonas Barcellos Corrêa Filho  
Title: Director

By: [Signature]  
Name: Santos de Araújo Fagundes  
Title: Director