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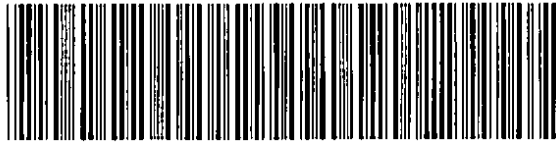
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3458 Lakeshore Drive, Tallahassee, FL 32312
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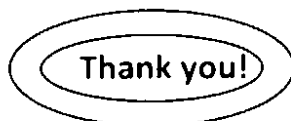
Name:	TAMPOPRINT INTERNATIONAL CORPORATION
Document #:	
Order #:	11340997

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

Amount: \$	78.75
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tampoprint International Corporation

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Klaus U. Thiedmann

Contact Person

Thiedmann & Edler

Firm/Company

525 West Monroe Street, Suite 2360

Address

Chicago, IL 60661

City/State and Zip Code

ingridj@tampoprint.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Klaus U. Thiedmann

Name of Contact Person

At (312) 831-4440

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

(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)
Tampoprint International Corporation	Florida	P94000046009

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tampoprint Mid-West Corporation	Illinois	D 7016-457-4

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 12 / 31 / 2018 (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 12/3/2018.

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 12/3/2018.

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

Tampoprint International

Donald D. Bird

Klaus U. Thiedmann, Assistant Secretary

Corporation

Tampoprint Mid-West

West Wind

Klaus U. Thiedmann, Assistant Secretary

Corporation

PLAN OF MERGER

This **PLAN OF MERGER** is dated as of December 3, 2018 (the "Agreement"), and is by and between Tampoprint Mid-West Corporation, an Illinois corporation ("Merging Corporation"), and Tampoprint International Corporation, a Florida corporation ("Surviving Corporation") (Merging Corporation and Surviving Corporation, collectively referred to as the "Constituent Corporations").

WHEREAS, Merging Corporation is the wholly-owned subsidiary of Surviving Corporation;

WHEREAS, the Board of Directors of the Constituent Corporations have duly adopted resolutions approving the proposed merger of Merging Corporation with and into Surviving Corporation (the "Merger"), with Surviving Corporation as the surviving corporation, pursuant to the Florida Business Corporation Act and the Illinois Business Corporation Act; and

NOW, THEREFORE, in consideration of the mutual premises and covenants herein contained, the Constituent Corporations agree to effect the Merger provided for in this Agreement on the terms and conditions set forth herein.

1. **Merger.** Merging Corporation will be merged with and into Surviving Corporation, and Surviving Corporation will be the surviving corporation (the "Surviving Corporation") effective as of December 31, 2018 (the "Effective Date"). On the Effective Date, the separate existence of Merging Corporation shall cease. The corporate identity, existence, purpose, franchise, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, franchises, powers, rights, and immunities of Merging Corporation shall be merged into Surviving Corporation which shall be fully vested therewith.

2. **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation, as in effect on the Effective Date of the Merger, shall be and remain the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

3. **Bylaws.** The Bylaws of the Surviving Corporation, as in effect upon the Effective Date of the Merger, shall be and remain the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

4. **Directors and Officers.** The Officers and Directors of Surviving Corporation immediately preceding the Effective Date, shall continue to be the officers and directors of Surviving Corporation on and after the Effective Date to serve at the pleasure of its stockholders.

5. **Property and Liability of Constituent Corporations.** On the Effective Date, the separate existence of Merging Corporation will cease and be merged with and into Surviving Corporation as the Surviving Corporation. From and after the Effective Date, the Surviving Corporation will possess all of the rights, privileges, powers and franchises of each of the Constituent Corporations, and will be vested with all of the rights and interests and real, personal and mixed property and debts due to the Constituent Corporations and all other things in action belonging to the respective Constituent Corporations, and all such rights, interests, privileges, powers, and franchises and all such properties will thereafter effectually be the property of the

Surviving Corporation. All rights of creditors and all liens upon the property of the Constituent Corporations will be preserved unimpaired and all debts, liabilities and duties of the Constituent Corporations will thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim, action or proceeding, whether civil, criminal or administrative, pending by or against any of the respective Constituent Corporations may be prosecuted to judgment or decree as if the Merger had not taken place, or the Surviving Corporation may be substituted in such claim, action or proceeding.

6. **Articles of Merger.** Articles of Merger shall be filed with the Secretary of State of Florida and of Illinois on or before the Effective Date.

7. **Availability of Copies of this Agreement.** Either an executed counterpart of this Agreement or a copy thereof shall be available at the place of business of Surviving Corporation which at the Effective Date shall be at 1400 26th Street, Vero Beach, FL 32960.

8. **Further Assurances.** The Constituent Corporations each agree that any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, each of them will execute and deliver, or cause to be executed and delivered in their respective name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise, or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, amenities, franchises and interests referred to in this Agreement and otherwise to carry out the intent and purposes hereof.

9. **Conversion.** By virtue of the Merger, each share of stock of Merging Corporation will be cancelled and no payment will be made with respect thereto. The sole stockholder of Surviving Corporation on the Effective Date will be and remain as the sole stockholder of the Surviving Corporation.

10. **Federal Employer Identification Number.** The Surviving Corporation shall retain its Federal Employer Identification Number.

11. **Service of Process.** Surviving Corporation agrees that it may be served with process in the State of Illinois in any proceeding for enforcement of any obligation of any Constituent Corporation of the State of Illinois, as well as from enforcement of any obligation of Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in any appraisal proceedings. Surviving Corporation irrevocably appoints the Secretary of State of the State of Illinois as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed to Surviving Corporation, attn.: Klaus U. Thiedmann, 525 West Monroe Street, Suite 2360, Chicago, IL 60661.

12. **Entire Agreement.** This Agreement constitutes the entire agreement between the parties and supersedes and cancels any other agreements, whether oral or written, between the parties relating to the transactions contemplated herein or the subject matter hereof.

13. **Headings.** The headings in this Agreement are inserted for convenience only and will not affect in any way the meaning or interpretation of this Agreement.


14. **Assignment.** This Agreement will inure to the benefit of, and be binding upon, the parties hereto and their respective successors and assigns; provided, however, that any assignment by a party of its rights under this Agreement without the written consent of the other parties shall be void.

15. **Counterparts.** This Agreement may be executed in counterparts, each such counterpart which will be deemed an original instrument, but all such counterparts which together will constitute one Agreement.


[Signature page follows.]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed on the date first written above.

Tampoprint Mid-West Corporation,
an Illinois corporation

By: 
Name: Derek McCoy
Title: President

Tampoprint International Corporation,
a Florida corporation

By: 
Name: Andreas Mayer
Title: President