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MERGER OR SHARE EXCHANGE BISAZZA NORTH AMERICA, INC.

Certificate of Status	0
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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Apt pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the auryiving corporation: Name Jurisdiction Document Number (Il'knows/ applicable) BISAZZA NORTH AMERICA, INC. **FLORIDA** P95000036999 Second: The name and jurisdiction of each merging corporation: <u>Name</u> Jurisdiction Document Number (if known/ applicable) BISAZZA US PROPERTIES, INC. **FLORIDA** P05000018569 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 fisted 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 12/5/2016 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 marging corporation(s) (COMPLETE ONLY ONE STATEMENT) The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/5/2016 The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

(Attach additional sheets if necessary)

and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
HISAZZA NORTH AMERICA INC.	_6v-	GIAMPIERO BISAZZA, PRESIDENT
BISAZZA US PROPERTIES, INC.		GIAMPIERO BISAZZA, PRESIDENT

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (the "Agreement") between Bisazza North America, Inc. a Florida corporation ("BNA") and Bisazza US Properties, Inc., a Florida corporation ("BUSP"), is entered into this 5th day of December 2016, and is submitted in compliance with section 607.1104, Florida Statues.

WITNESSETH:

WHEREAS, the Board of Directors of BNA and the Board of Directors of BUSP deem it advisable and in the best interests of their respective corporations and their respective shareholder(s) to have BUSP merge with and into BNA pursuant to this Agreement and the applicable laws of the State of Florida (the "Merger"); and

WHEREAS, the Board of Directors of each corporation and the Shareholders(s) of each corporation approve this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants, and agreements herein contained, agree as follows:

ARTICLE I THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the laws of the State of Florida, BUSP shall merge with and into its parent BNA, with BNA being the corporation surviving the Merger (the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE II EFFECTIVE DATE

Articles of Merger, executed in accordance with the laws of the State of Florida, shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on December 31, 2016 (the "Effective Date").

ARTICLE III CERTAIN RESULTS OF THE MERGER

3.1 Succession by Surviving Corporation. Upon the Merger becoming effective:

- (a) BNA and BUSP shall become and be a single corporation, with BNA as the Surviving Corporation, and the separate corporate existence of BUSP shall cease.
- (b) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges. immunities, powers, and authority of BNA shall continue in effect and be unimpaired by the Merger.
- (c) BNA shall, in addition to all rights, privileges, immunities, powers, authorities, franchises, assets, and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, immunities, powers, authorities, franchises, assets, and properties, whether real, personal, or mixed, whether tangible or intangible, and whether of a public or a private nature, of BUSP, and such rights, privileges, immunities, powers, authorities, franchises, assets and properties shall be vested in it without further act or deed.
- (d) All rights of creditors and all liens upon, or security interests in, any property of BNA and BUSP shall be preserved unimpaired. BNA, as the Surviving Corporation, shall be subject to all of the restrictions, disabilities, and duties existing prior to the Merger with respect either to it or BUSP, and all of the debts, liabilities, and obligations of BUSP shall thereafter attach to and be assumed by the Surviving Corporation, BNA, to the same extent as if said debts, liabilities, and obligations had originally been incurred or contracted by it. Provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement, or other instrument executed or assumed prior to the Merger.
 - 3.2 Articles of Incorporation, Bylaws, and Officers and Directors of Surviving Corporation

Upon the Merger becoming effective:

- (a) The Articles of Incorporation of BNA shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
- (b) The Bylaws of BNA in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, by the Articles of Incorporation of the Surviving Corporation, and by said Bylaws.

ARTICLE IV CONVERSION AND EXCHANGE OF SHARES

- 4.1 <u>BUSP Shares.</u> Each share of common stock of RBI issued and outstanding prior to the effective date of the Merger shall be cancelled.
- 4.2 <u>BNA Shares.</u> Upon the Effective Date of the Merger, each share of common stock of BNA issued and outstanding prior to the effective date of the Merger shall remain unchanged.

ARTICLE V MISCELLANEOUS

- 5.1 Amendment. This Agreement shall not be amended or modified except by an instrument in writing signed by or on behalf of the parties hereto.
- 5.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Agreement.
- 5.3 Governing Law. This Agreement shall be governed in all respects, including its validity, interpretation, and effect, by the laws of the State of Florida, without regard to conflict of laws principles thereof.
- 5.4 <u>Assignment.</u> This Agreement and all of its provisions shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.
- 5.5 Entire Agreement. This Agreement, including any documents referred to herein which form a part hereof, contains the entire agreement and understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, warrants, covenants, or undertakings other than those expressly set forth herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to the subject matter of this Agreement.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed this 5th day of December 2016.

Bisazza North America, Inc.

Giampiero Bisazza

President.

Hari K. Samaroo

Secretary

Bisazza US Properties, Inc.

Giampiero Bisazza

Provident

ATTEST

Hari K. Samaroo

Secretary

CERTIFICATE OF THE SECRETARY OF BISAZZA NORTH AMERICA, INC.

I, Hari K. Samaroo, as Secretary of Bisazza North America, Inc. (the "Corporation"), hereby certify on behalf of the Corporation that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President of the Corporation, was duly adopted on December 5th, 2016 by the unanimous written consent of the Board of Directors of the Corporation, and then was duly approved on December 5th, 2016 by the written consent of the Sole Shareholder of the Corporation.

Dated this 5th day of December 2016.

Hari K. Samaroo, Secretary

CERTIFICATE OF THE SECRETARY OF BISAZZA US PROPERTIES, INC.

I, Hari K. Samaroo, as Secretary of Bisazza US Properties, Inc. (the "Corporation"), hereby certify on behalf of the Corporation that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President of the Corporation, was duly adopted on December 5th, 2016 by the unanimous written consent of the Board of Directors of the Corporation, and then was duly approved on December 5th, 2016 by the written consent of the Sole Shareholder of the Corporation.

Dated this 5th day of December 2016.

Hari K. Samaroo, Secretary