

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 117386 7924764

AUTHORIZATION :

COST LIMIT : \$ 00.00

ORDER DATE : December 30, 2019

ORDER TIME : 1:46 PM

ORDER NO. : 117386-005

CUSTOMER NO: 7924764

ARTICLES OF MERGER

ESI SIERRA, INC.

INTO

GR BAGE (FL), INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

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, jurisdiction, and document number of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GR Bage (FL), Inc.	Florida	P97000104433

SECOND: The name, jurisdiction, and document number of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ESI Sierra, Inc.	Florida	M63816

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 31, 2019.

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation by unanimous written consent dated December 30, 2019 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation by written consent dated December 30, 2019 and by the sole shareholder of the merging corporation by written consent dated December 30, 2019.

SEVENTH: Signatures for each Corporation.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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19 DEC 30 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
on the 30th day of December, 2019.

ESI SIERRA, INC.

By: Melissa A. Plotsky
Melissa A. Plotsky
Secretary

GR BAGE (FL), INC.

By: Melissa A. Plotsky
Melissa A. Plotsky
Secretary

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TALLAHASSEE, FLORIDA
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Plan of Merger between
ESI Sierra, Inc. and GR Bage (FL), Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is entered into this 30th day of December, 2019 between ESI Sierra, Inc., a Florida corporation ("ESI Sierra"), and GR Bage (FL), Inc., a Florida corporation ("GRB").

RECITALS

This Plan of Merger was approved by the unanimous written consent of the Boards of Directors of each of ESI Sierra and GRB and the sole shareholder of ESI Sierra.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN OF MERGER

1. Merger and Surviving Company. Subject to the terms and conditions of this Agreement and in accordance with the Florida Business Corporation Act (the "Florida Act"), at the Effective Time (as defined below), ESI Sierra shall be merged (the "Merger") with and into GRB. GRB shall be the surviving corporation. GRB shall continue to be governed by the laws of the State of Florida (including, without limitation, the Florida Act).

2. Effective Time. The Merger shall become effective on December 31, 2019.

3. Corporate Bylaws. The Bylaws of GRB ("GRB's Bylaws") as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as GRB's Bylaws with no changes thereto. GRB's Bylaws may thereafter continue to be amended and/or restated as provided therein and by the Florida Act.

5. Corporate Governance after the Merger. At the Effective Time, the officers and directors of GRB will continue to serve as officers and directors of GRB, and no officers or directors of ESI Sierra will become officers or directors of GRB.

6. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of ESI Sierra will vest in GRB and all debts, liabilities and duties of ESI Sierra will become the debts, liabilities and duties of GRB.

7. Consideration for Shares. All right, title and interest in the shares of ESI Sierra (the "ESI Sierra Shares") that are 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 without payment of any consideration and without any conversion and the immediately prior holder of the ESI Sierra Shares shall cease to have

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CLERK OF SUPERIOR COURT
JESSICA L. HARRIS

any rights with respect to the ESI Sierra Shares. The shareholder of GRB will hold the same number of shares of GRB that were issued and outstanding immediately prior to the Effective Time, with identical designations, preferences, limitations, and relative rights, immediately after the Merger

8. Representations and Warranties of ESI Sierra. ESI Sierra represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Plan of Merger and the transactions contemplated by this Plan of Merger.

9. Representations and Warranties of GRB. GRB represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Plan of Merger and the transactions contemplated by this Plan of Merger.

10. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflicts of law principles.

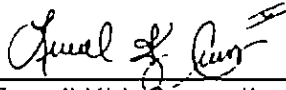
11. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

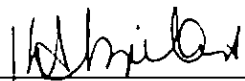
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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the day and year first written above.

ESI SIERRA, INC.,
a Florida corporation

By: 
Terrell Kirk Crews II
President

GR BAGE (FL), INC.,
a Florida corporation

By: 
Kathy A. Beilhart
Vice President

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TALLAHASSEE, FLORIDA

