

03/04/2015 14:37 FAX

GUNSTER YOAKLEY

001/006

Division of Corporations

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Florida Department of State
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**MERGER OR SHARE EXCHANGE
TAM Holding Inc.**

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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)
TAM Holding Inc.	Delaware	2345160

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TAM Management Services, Inc.	Florida	P97000107123
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 3 / 1 / 2015 (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.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1/16/2015 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 1/16/2015.

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

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

TAM Holding Inc.

Larry Chaleff

TAM Management Services

Larry Chaleff

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan of Merger"), dated as of January 16, 2015, is entered into by and among TAM HOLDING INC., a Delaware corporation ("THI"), TAM MANAGEMENT SERVICES, INC., a Florida corporation ("TMS"), and Ecnanif, Inc., a Florida corporation ("Ecnanif").

RECITALS

WHEREAS, each of TMS and Ecnanif is a corporation duly organized and existing pursuant to the Florida Business Corporation Act, and THI is a corporation duly organized and existing pursuant to the General Corporation Law of the State of Delaware;

WHEREAS, for administrative efficiency, the parties wish to engage in a merger pursuant to which each of TMS and Ecnanif will be merged with and into THI (the "Merger");

WHEREAS, the Merger is intended to constitute a tax-free liquidation of each of TMS and Ecnanif pursuant to Section 332 of the Internal Revenue Code of 1986, as amended;

WHEREAS, the board of directors of THI has approved the Merger; and

WHEREAS, each of the boards of directors and sole shareholders of TMS and Ecnanif, has approved the Merger.

NOW, THEREFORE, in consideration of the Recitals and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree as follows:

1. Merger. Effective as of 12:02 a.m., Eastern time, on the Effective Date (as hereinafter defined):

- (a) TMS shall merge with and into THI, and the separate existence of TMS shall cease.
- (b) Ecnanif shall merge with and into THI, and the separate existence of Ecnanif shall cease.
- (c) THI shall be the corporation, and shall succeed to all of the assets and assume all of the liabilities and obligations of each of TMS and Ecnanif.
- (d) The Effective Date of the Merger shall be March 1, 2015 (the "Effective Date").

2. Manner and Basis. The manner and basis of converting the shares of the parties hereto will be as follows:

- (a) THI is the sole shareholder of each of TMS and Ecnanif.

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- (b) All shares of THI on the Effective Date shall remain issued and outstanding.
- (c) All shares of each of TMS and Ecnanif on the Effective Date shall be, without further act or deed, canceled and extinguished.

3. Additional Covenants and Agreements.

- (a) THI shall be responsible for the timely payment of all applicable filing fees and franchise taxes.
- (b) Each officer and director of THI is authorized, directed and empowered to execute, acknowledge and deliver any and all documents and to perform any and all acts reasonably necessary to consummate the transactions contemplated hereby.
- (c) Each officer and director of each of TMS and Ecnanif is authorized, directed and empowered to execute, acknowledge and deliver any and all documents and to perform any and all acts reasonably necessary to consummate the transactions contemplated hereby.

4. Miscellaneous. This Agreement and Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors, assigns, and shareholders, and their shareholders' successors and assigns, and shall be construed, governed and enforced in accordance with the laws of the State of Delaware.

[Signature Page Follows.]

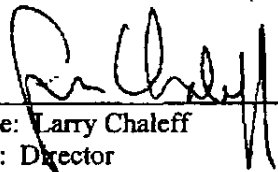
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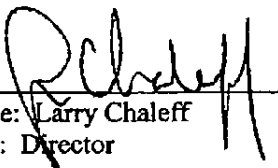
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IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed as of the date first written above.

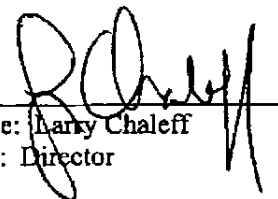
TAM HOLDING INC.

By: 
Name: Larry Chaleff
Title: Director

TAM MANAGEMENT SERVICES, INC.

By: 
Name: Larry Chaleff
Title: Director

ECNANIF, INC.

By: 
Name: Larry Chaleff
Title: Director

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