

Division of Corporations

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P 9900008733

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE
OptiGrate Corporation

| | |
|-----------------------|---------|
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Corporate Filing Menu

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MAY 16 2017

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merger

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ARTICLES OF MERGER
OF
OG MERGER SUB CORP.
WITH AND INTO
OPTIGRATE CORPORATION

2017 MAY 15 A 11: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 15, 2017

The following articles of merger (these "Articles of Merger") are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The Surviving Party

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

| Name | Jurisdiction | Document No. |
|-----------------------|--------------|--------------|
| OptiGrate Corporation | Florida | P99000087336 |

Second: The Merging Party

The name and jurisdiction of the merger corporation (the "Merging Corporation") is as follows:

| Name | Jurisdiction | Document No. |
|---------------------|--------------|--------------|
| OG Merger Sub Corp. | Florida | P17000041770 |

Third: A copy of the Plan of Merger is attached hereto as Exhibit A.

Fourth: The merger shall become effective on the date and at the time that these Articles of Merger are filed with the Florida Department of State (the "Effective Time"). At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the entity surviving the merger.

Fifth: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on May 14, 2017.

Sixth: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on April 27, 2017.


[Signature page follows]

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IN WITNESS WHEREOF, the duly authorized officers of the undersigned parties have executed and delivered these Articles of Merger on the date first written above.

OPTIGRATE CORPORATION

By: 
Name: ALEXEI GLEROV
Title: CEO

OG MERGER SUB CORP.

By: _____
Name: _____
Title: _____

{Articles of Merger}

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IN WITNESS WHEREOF, the duly authorized officers of the undersigned parties have executed and delivered these Articles of Merger on the date first written above.

OPTIGRATE CORPORATION

By: _____
Name: _____
Title: _____

OG MERGER SUB CORP.

By: 
Name: Felix Jukala
Title: V.P. of Merger Sub

[Articles of Merger]

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EXHIBIT A

Plan of Merger

See attached.

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PLAN OF MERGER
for the merger of
OG MERGER SUB CORP., a Florida corporation,
with and into
OPTIGRATE CORPORATION, a Florida corporation

May 15, 2017

The following plan of merger ("Plan of Merger") is submitted in compliance with Section 607.1101, Florida Statutes.


1. The surviving corporation is OptiGrate Corporation, a Florida corporation (the "Surviving Corporation").
2. The merging corporation is OG Merger Sub Corp., a Florida corporation (the "Merging Corporation").
3. The terms and conditions of the merger are as follows:
 - (a) The Surviving Corporation, the Merging Corporation and certain other parties have entered into an Agreement and Plan of Merger, dated as of May 15, 2017 (the "Merger Agreement"), pursuant to which the Merger Corporation shall be merged with and into the Surviving Corporation (the "Merger").
 - (b) The Merger shall become effective at the date and time (the "Effective Time") when the Articles of Merger, to which this Plan of Merger is attached, are filed with the Florida Department of State.
 - (c) At the Effective Time, in accordance with the Florida Business Corporation Act, the manner and basis of converting the shares of common stock of the Merging Corporation into shares of common stock of the Surviving Corporation will be as follows:
 - i. each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time (other than Shares (as defined in the Merger Agreement) to be cancelled and retired in accordance with the Merger Agreement and Dissenting Shares (as defined in the Merger Agreement)) shall automatically and without any action on the part of the holder thereof cease to be outstanding and shall be automatically cancelled and converted into the right to receive a Pro Rata Share of the Closing Merger Consideration (as such terms are defined in the Merger Agreement), subject to adjustment; and
 - ii. each share of common stock of the Merging Corporation outstanding immediately prior to the Effective Time shall automatically and without

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IN WITNESS WHEREOF, the duly authorized officers of the undersigned parties have executed and delivered this Plan of Merger on the date first written above.

OPTIGRATE CORPORATION

By: 
Name: ALEXEI GLEROV
Title: CEO

OG MERGER SUB CORP.

By: _____
Name: _____
Title: _____

[Plan of Merger]

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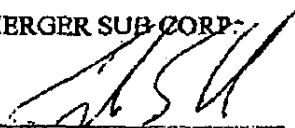
((H17000132495 3))

IN WITNESS WHEREOF, the duly authorized officers of the undersigned parties have executed and delivered this Plan of Merger on the date first written above.

OPTIGRATE CORPORATION

By: _____
Name: _____
Title: _____

OG MERGER SUB CORP.

By: 
Name: Felix Stukalin
Title: V.P. of Merger Sub

[Plan of Merger]

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