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TALLAHASSEE, FLORIDA

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T. LESTER

Merger



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Account#: I20000000088

Date: June 26, 2018

Name: Marisa Kugelmann

Reference #: G043452

Entity Name: OHL USA, INC.

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other _____

Authorized Amount: \$70.00

Signature: *Marisa Kugelmann*

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ARTICLES OF MERGER
of
BNS INTERNATIONAL, INC., a Florida corporation
into
OHL USA, INC., a Delaware corporation

Pursuant to Section 607.1107 of the Florida Business Corporation Act (the "Act"), **BNS INTERNATIONAL, INC.**, a Florida corporation incorporated on the 19th day of February, 2002 (the "Merging Entity"), adopts the following Articles of Merger merging the Merging Entity into **OHL USA, INC.**, a Delaware corporation (the "Surviving Entity" and together with the Merging Entity, the "Entities"), (the "Merger"):

1. The Plan of Merger relating to the Merger (the "Plan of Merger") was approved by the shareholders and boards of directors of the respective Entities on the 22nd day of March, 2018 and adopted in accordance with Section 607.1105 of the Act and in accordance with the laws of the State of Delaware. The Plan of Merger is attached hereto as Exhibit A.

2. The effective date of the Merger shall be upon filing.

3. Following the Merger, the name of the Surviving Entity shall remain as OHL USA, INC. The jurisdiction of formation of the Surviving Entity is the State of Delaware. The type of entity of the Surviving Entity is a corporation.

4. The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of the Merging Entity, as well as for enforcement of any obligation of the Merging Entity arising from the Merger, including any suit or other proceeding to enforce the rights of any shareholders as determined in appraisal proceedings pursuant to the provisions of Section 607.1302 of the Act.

[Signature page follows]

FILED
2018 JUN 26 A 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date first written above.

BNS INTERNATIONAL, INC.

By: Ashok Patel
Name: Ashok Patel
Title: CEO

OHL USA, INC.

By: Ashok Patel
Name: Ashok Patel
Title: CEO

EXHIBIT A

Plan of Merger

(See Attached)

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is made and entered into as of this 22nd day of March, 2018, by and between BNS International, Inc., a Florida corporation (the "Merging Entity"), and OHL USA, Inc., a Delaware corporation (the "Surviving Entity").

WHEREAS, the shareholders and boards of directors of both the Merging Entity and the Surviving Entity have determined that it is advisable and in the best interests of each of the Merging Entity and the Surviving Entity that the Merging Entity be merged with and into the Surviving Entity (the "Merger"), upon the terms and subject to the conditions set forth below and in accordance with the applicable provisions of the State of Florida and the State of Delaware.

NOW, THEREFORE, the Merging Entity hereby approves and adopts this Plan of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") and upon the terms and subject to the conditions herein.

1. **Merger.** In accordance with the provisions of this Plan of Merger, the Act and the laws of the State of Delaware, at the Effective Time (as defined below), the Merging Entity will be merged into the Surviving Entity and the separate existence of the Merging Entity will cease. The Surviving Entity shall be the surviving entity in the Merger. The Merger shall become effective upon filing the Articles of Merger with the Secretary of State of the State of Florida and the filing of the Agreement and Plan of Merger and Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

2. **Governing Documents.** The Certificate of Incorporation and Bylaws of the Surviving Entity shall constitute the Certificate of Incorporation and the Bylaws of the Surviving Entity until thereafter amended in accordance with the provisions thereof and of applicable law.

3. **Officers and Managers.** The persons who are officers and directors of the Surviving Entity immediately prior to the Effective Date shall continue to be officers and directors of the Surviving Entity.

4. **Manner of Conversion.** Upon the Effective Time the ownership interests of the Surviving Entity shall be unchanged and the ownership interests of the Merging Entity shall be cancelled. The Merger shall have the effects set forth in the Act and in accordance with the laws of the State of Delaware. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Merging Entity and the Surviving Entity shall vest in Surviving Entity, and all debts, liabilities and duties of the Merging Entity and the Surviving Entity shall become the debts, liabilities and duties of the Surviving Entity.

5. **Other Provisions with Respect to the Merger.**

(a) All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida and the State of Delaware.

(b) The Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended. This Plan of Merger is intended to constitute a "plan of reorganization" under Treas. Reg. Section 1.368-1(c). The Surviving Entity and the Merging Entity are intended to be "parties to a reorganization."

6. **Further Assurances.** If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the Surviving Entity the title to any property or rights of the Merging Entity or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Entity, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and to otherwise carry out the provisions hereof.

7. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

8. **Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

9. **Headings.** The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

10. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts or counterpart signature pages containing facsimile transmitted signatures, or scanned and emailed signatures, shall be binding as if original signatures delivered in person.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger, pursuant to the approval and authority duly given by the Unanimous Written Consent of the Shareholders and Board of Directors of the Merging Entity, to be executed as of the date first written above.

BNS INTERNATIONAL, INC.

By: Ashok Patel
Name: Ashok Patel
Title: CEO

OHL USA, INC.

By: Ashok Patel
Name: Ashok Patel
Title: CEO