

L220000282606

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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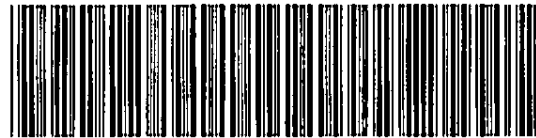
(Business Entity Name)

(Document Number)

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FEB 1 2023

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **MEGALABS USA, LLC**

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

FERNANDO S. ARAN, ESQ.

Contact Person

ARAN CORREA & GUARCH, P.A.

Firm/Company

2100 SALZEDO STREET, STE. 303

Address

CORAL GABLES, FL 33134

City/State and Zip Code

CHERRERA@ACG-LAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FERNANDO S. ARAN

Name of Contact Person

At (**305**) **665-3400 X101**

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Revised Limited Liability Company Act pursuant to Section 605.1021 and in compliance with Sections 605.1022 through 605.1026 of the Florida Statutes

FIRST: MEGALABS USA, LLC., a Florida limited liability company, shall be the surviving company. *L22000282606*

SECOND: The name and jurisdiction of each merging entities are as follows:

1. MEGALABS, LLC, a Florida limited liability company, (formerly known as VICTUS, LLC)
2. MCGAW EXPORT, INC., a Florida corporation. *P22000631454*

THIRD: The Plan of Merger is attached hereto as Exhibit "A."

FOURTH: The merger shall become effective at 12:01 a.m. on November 15th, 2022.

FIFTH: The Plan of Merger was adopted by the members of the surviving company on October 31, 2022.

SIXTH: The board of all directors of the merging corporations adopted The Plan of Merger on October 31, 2022.

SEVENTH: Each of the persons named below is duly elected or appointed, qualified and acting officer of the entity appearing opposite his name and he holds the office set forth opposite his name, and the signature opposite each such person is his genuine signature:

Name of Corporation:

Signatures:

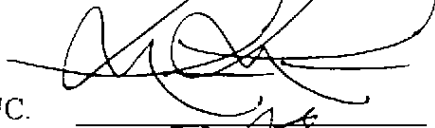
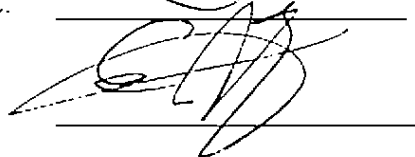
Name of Individual and Title:

MEGALABS USA, LLC



Carlos I. Fernandez,
Manager & CEO

MCGAW EXPORT, INC.

Mariano Macias, President

Enrique J. Lopez, Secretary

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IN WITNESS WHEREOF, I have set my hand and seal this 11 day of November,
2022.

MEGALABS USA, LLC, a Florida limited
liability company

By: Carlos I. Fernandez
Carlos I. Fernandez, Manager and CEO

2022 NOV 16 AM 7:33

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 605.1022 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of each corporation merging are as follows:

1. MEGALABS, LLC, a Florida limited liability company, (formerly known as VICTUS, LLC)¹
2. MCGAW EXPORT, INC., a Florida corporation.

SECOND: The following is the name and jurisdiction of the surviving corporation:

MEGALABS USA, LLC, a Florida limited liability company

THIRD: The manner and basis of converting the shares of MCGAW EXPORT, INC. into shares of membership, obligations or other securities of the surviving company or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire ownership of each entity into rights to acquire shares of memberships, obligations, or other securities of the surviving company or any other corporation or company, in whole or in part, into cash or other property are as follows:

The shareholder(s) of MCGAW EXPORT, INC. shall not receive any shares of membership or ownership of the surviving company, cash nor property. The surviving company shall assume any and all contracts, debts and obligations of MCGAW EXPORT, INC. and relieves MCGAW EXPORT, INC. and its shareholder(s) from any and all obligations thereof.

FOURTH: The surviving company, MEGALABS USA, LLC shall own all the assets and acquires all the rights of the merging corporation, MCGAW EXPORT, INC., and assumes all the liabilities of the said merging corporation.

FIFTH: MEGALABS USA, LLC, as the surviving company, shall cancel all the stock certificates of MCGAW EXPORT, INC., the merging corporation.

SIXTH: Furthermore, and without limiting the scope hereof, MEGALABS USA, LLC, as the surviving company, shall be the owner and holder of all trade names, trademarks, copyrights, licensing rights and distribution rights of MCGAW EXPORT, INC., the merging corporation. MEGALABS USA, LLC as the surviving company, shall be responsible for compliance with all obligations concerning the aforementioned rights.

¹ Victus, LLC prior to filing the Articles of Conversion was known as Victus, Inc., a Florida corporation

PLAN OF MERGER

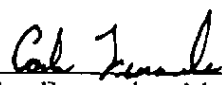
SEVENTH: Shareholders of MCGAW EXPORT, INC., the merging corporation, if any, who except and dissent from the merger pursuant applicable Florida Statutes may be entitled, if they comply with the provisions thereof, regarding the rights of the dissenting shareholders, to be paid the fair value of their shares.

EIGHT: At the effective time of the merger, the articles of organization of MEGALABS USA, LLC as in effect prior to the effective time of the merger shall be the articles of organization of MEGALABS USA, LLC, the surviving company, until thereafter amended provided by law. Further, at the effective time of this merger, the Articles of Organization and Operating Agreement of MEGALABS USA, LLC as in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Operating Agreement of MEGALABS USA, LLC until thereafter amended.

NINTH: If at any time after the affective time of this merger, any further action is necessary or desirable to carry out the purposes of this merger to MEGALABS USA, LLC as the surviving entity with full right, title and possession to all assets, property, rights, privileges, powers of MCGRAW EXPORT, INC., the officers, shareholders and directors of MCGRAW EXPORT, INC., will take all such lawful and necessary action.

Respectfully submitted,

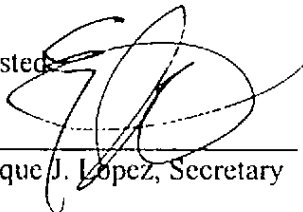
MEGALABS USA, LLC, a Florida limited liability
company

By: 
Carlos Fernandez, Manager and CEO

MCGAW EXPORT, INC., a Florida corporation.

By: 
Mariano Macias, President

Attested:


Enrique J. Lopez, Secretary