

2076/50 SKV

FILED
Secretary of State
State of California

JUN 04 2018

Agreement of Merger

This Agreement of Merger is entered into between Rainberry Acquisition, Inc., a California corporation (herein "**Merging Corporation**"), and Rainberry, Inc. (a California corporation (herein "**Surviving Corporation**"), pursuant to California Corporations Code, Section 1100 *et seq.*

1. Merging Corporation shall be merged into Surviving Corporation.
2. The name of the Surviving Corporation shall be "Rainberry, Inc."
3. The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the effective time of the merger shall, at and after the effective time of the merger, continue to be the Articles of Incorporation of the Surviving Corporation, except that Section III of the Articles of Incorporation of Surviving Corporation shall be amended and read as follows:

"This Corporation is authorized to issue 100 shares of Common Stock."

4. Each outstanding share of Surviving Corporation issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive:

- (a) In the case of shares of Common Stock, \$0.81135 per share in cash;
- (b) In the case of shares of Series C Preferred Stock, \$0 per share;
- (c) In the case of shares of Series C-1 Preferred Stock, \$1.84732 per share in cash; and
- (d) In the case of shares of Series C-2 Preferred Stock, \$1.84732 per share in cash; provided however that, the shareholders of Surviving Corporation who dissent from the merger pursuant to Chapter 13, of Division 1 of Title 1 of the California Corporations Code shall have the rights set forth in Chapter 13, of Division 1 of Title 1 of the California Corporations Code provided that they comply with the provisions of Chapter 13, of Division 1 of Title 1 of the California Corporations Code.

5. Each outstanding share of Merging Corporation issued and outstanding immediately prior to the Effective Date shall be converted into and become one share of fully paid and nonassessable stock of the Surviving Corporation.

6. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such document and instruments and take all such action necessary or desirable to evidence or carry out this merger.

7. The effect of the merger is as prescribed by law.

8. The merger shall be effective upon filing this Agreement of Merger and the Officers' Certificates with the California Secretary of State (the "**Effective Date**").

9. This Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument and shall become effective when one or more counterparts have been signed by each of the parties, delivered (by

facsimile, PDF, electronic delivery or otherwise) to the other party, and filed with the California Secretary of State on the Effective Date, it being understood that all parties need not sign the same counterpart.

[Signature Page Follows]

IN WITNESS WHEREOF the parties have executed this Agreement of Merger.

Merging Corporation:
Rainberry Acquisition, Inc.,
a California corporation

Justin Sun
Justin (Yuchen) Sun, President

Justin Sun
Justin (Yuchen) Sun, Secretary

Surviving Corporation:
Rainberry, Inc.,
a California corporation

Rogelio Choy
Rogelio Choy, Chief Executive Officer and
President

Dipak Joshi
Dipak Joshi, Secretary

IN WITNESS WHEREOF the parties have executed this Agreement of Merger.

Merging Corporation:
Rainberry Acquisition, Inc.,
a California corporation

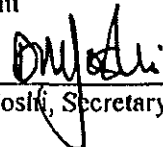
Justin (Yuchen) Sun, President

Justin (Yuchen) Sun, Secretary

Surviving Corporation:
Rainberry, Inc.,
a California corporation



Rogelio Choy, Chief Executive Officer and
President



Dipak Joshi, Secretary

Certificate of Approval
of
Agreement of Merger

Rogelio Choy and Dipak Joshi certify that:


1. They are the chief executive officer, president and secretary of Rainberry, Inc., a California corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The corporation has two classes of stock authorized consisting of shares of Common Stock and Preferred Stock. The Preferred Stock is divided into Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock and Series C-2 Preferred Stock. The corporation has 30,942,819 shares of Common Stock outstanding which were entitled to vote on the Merger, and 0 shares of Series A Preferred Stock outstanding which were entitled to vote on the Merger, and 0 shares of Series B Preferred Stock outstanding which were entitled to vote on the Merger, and 0 shares of Series C Preferred Stock outstanding which were entitled to vote on the Merger, and 22,278,600 shares of Series C-1 Preferred Stock outstanding which were entitled to vote on the Merger, and 32,157,682 shares of Series C-2 Preferred Stock outstanding which were entitled to vote on the Merger.
4. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by the vote of a number of shares of its capital stock which equaled or exceeded the vote required.
5. The vote required is at least:
 - (a) a majority of the outstanding shares of Preferred Stock (Series C-1 Preferred Stock and Series C-2 Preferred Stock) voting together as a single class;
 - (b) a majority of the outstanding shares of Common Stock, voting as a separate class; and
 - (c) a majority of the outstanding shares of all stock (Common Stock, Series C-1 Preferred Stock and Series C-2 Preferred Stock) voting together as a single class.

We certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of our own knowledge.

Date: May 29, 2018



Rogelio Choy, Chief Executive Officer and President



Dipak Joshi, Secretary

Certificate of Approval
of
Agreement of Merger

Justin (Yuchen) Sun certifies that:

1. He is the president and secretary of Rainberry Acquisition, Inc., a California corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100 shares.

We certify under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 29, 2018

Justin Sun

Justin (Yuchen) Sun, President

Justin Sun

Justin (Yuchen) Sun, Secretary