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**MERGER OR SHARE EXCHANGE  
A.C.A. INDUSTRIES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9/9/2014  
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GERALD WEINGERG  
(H 140002 114763)

**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)
A.C.A. Industries, Inc.	Florida	P 14000044314

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
A.C.A. Industries, Inc.	New York	N/A

**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.

**Fifth:** Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 15, 2014.

**Sixth:** Adoption of Merger by merging corporation(s)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 15, 2014.

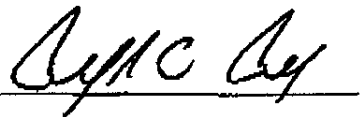
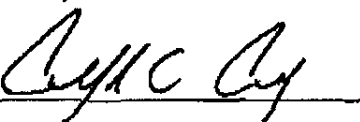
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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>A.C.A. Industries, Inc., a Florida corporation</u>		<u>Alexander C. Alex, President</u>
<u>A.C.A. Industries, Inc., a New York corporation</u>		<u>Alexander C. Alex, President</u>

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**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
A.C.A. Industries, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
A.C.A. Industries, Inc.	New York

**Third:** The terms and conditions of the merger are as follows:

3.1 At the Effective time (as hereinafter defined), A.C.A. Industries, Inc., a New York corporation, shall be merged (the "Merger") with and into A.C.A. Industries, Inc., a Florida corporation (the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act and the New York Business Corporation Law, and A.C.A. Industries, Inc., a Florida corporation, shall be the "Surviving Corporation".

3.2 The date and hour on which the Merger occurs and becomes effective is hereinafter referred to as the "Effective Time". The Merger shall occur and be effective on the hour and on the date that a Certificate of Merger has been filed with the Secretary of State of the State of New York as provided in the New York Laws, and Articles of Merger have been filed with the Secretary of State of the State of Florida, as provided in the Florida Laws, each of which shall take place as soon as practicable following the approval of this Agreement by the shareholders and directors of the Surviving Corporation and the shareholders and directors of the Merging Corporation.

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**3.3 From and after the Effective Time:**

- (a) The name of the Surviving Corporation shall be: A.C.A. Industries, Inc.
- (b) The current Articles of Incorporation of A.C.A. Industries Inc., a Florida corporation, shall be the Articles of Incorporation of the Surviving Corporation.
- (c) The current Bylaws of A.C.A. Industries, Inc., a Florida corporation, shall be the Bylaws of the Surviving Corporation.
- (d) The Directors and Officers of A.C.A. Industries, Inc., a Florida corporation, at the Effective Time shall be unchanged and remain the directors and officers from and after the Effective Time until the expiration of their current terms and until their successors are elected and qualify, or prior resignation, removal or death, subject to the Articles of Incorporation and Bylaws of the Surviving Corporation.

**3.4 On the Effective Date, A.C.A. Industries, Inc., a Florida corporation, shall succeed Merging Corporation in the manner more fully set forth in Florida Laws and in New York laws and specifically as follows:**

- (a) The separate corporate existence of Merging Corporation shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public and private nature, and be subject to all the restrictions, liabilities and duties, of Merging Corporation;
- (b) All and singular rights, privileges, powers and franchises of Merging Corporation and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account, as well as for share and note subscriptions and all other things in action or belonging to Merging Corporation shall be vested in the Surviving Corporation;
- (c) All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Merging Corporation, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or the State of New York, or of any of the other states of the United States, in Merging Corporation shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Merging Corporation shall be preserved unimpaired;

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- (d) All debts, liabilities and duties of Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it;
- (e) All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Merging Corporation, its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as the same were with respect to Merging Corporation;
- (f) The Surviving Corporation shall be subject to suit, and the Surviving Corporation hereby agrees that it may be sued, in the State of New York for as long as any liability remains outstanding in the State of New York for:
  - (i) any prior obligation of Merging Corporation; and
  - (ii) any obligation thereafter incurred by the Surviving Corporation including any obligation to one or more dissenting Merging Corporation shareholders;
- (g) The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of New York as its agent to accept service of process in any action for the enforcement of any obligation specified in this Plan of Merger, including taxes, in the same manner as provided in New York Business Corporation Law;
- (h) The employees and agents of Merging Corporation shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees of Merging Corporation, except to the extent that the laws of the State of Florida shall preclude or allow greater or lesser such rights and benefits, and as determined from time to time by the Board of Directors of the Surviving Corporation.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation or, in whole or in part, into cash or other property are as follows: at the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (1) each share of Merging Corporation common stock outstanding immediately prior to the Effective

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Time shall be cancelled and no additional consideration shall be issued to the holder as part of the Merger; and (2) each share of Surviving Corporation common stock outstanding immediately prior to the Effective Time shall continue to remain issued and outstanding.

**Fifth:** From time to time, when and as required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of Merging Corporation such deeds and other instruments, and there shall be taken or caused to be taken by or on behalf of Merging Corporation such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Merging Corporation, and otherwise to carry out the purposes of this Agreement, and the officers and the directors of the Surviving Corporation are fully authorized by and on behalf of Merging Corporation to take any and all such action to execute and delivery any and all such deeds and other instruments.

**Sixth:** Subject to applicable law, this Agreement may be amended by written agreement of the parties hereto at any time prior to the Effective Time. Subject to applicable law, this Agreement may be terminated by the Board of Directors of the Surviving Corporation or the Board of Directors of the Merging Corporation at any time prior to the Effective Time.

**Seventh:** For the convenience of the parties and to facilitate any filing and recording of this Agreement, any number of counterparts hereby may be executed each of which shall be deemed to be an original of this Agreement but all of which together shall constitute one and the same instrument.

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