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**MERGER OR SHARE EXCHANGE
THE JASZ GROUP II, INC.**

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ARTICLES OF MERGER
THE JASZ GROUP II MERGER, INC., a Florida corporation
with and into THE JASZ GROUP II, INC., a Florida corporation

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes. THE JASZ GROUP II MERGER, INC., a Florida corporation and THE JASZ GROUP II, INC., a Florida corporation submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation:
THE JASZ GROUP II, INC., a Florida corporation
Document Number: P02000042916
2. The name and jurisdiction of the merging corporation:
THE JASZ GROUP II MERGER, INC., a Florida corporation
Document Number: P11000077630
3. The Plan of Merger between the parties is attached to this Articles of Merger as Exhibit "A" and incorporated herein.
4. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing these Articles of Merger with the Secretary of State of the Florida Division of Corporations.
5. The Plan of Merger has been approved by the shareholders of the surviving corporation on September 1, 2011.
6. The Plan of Merger was adopted by the shareholders of the merging corporation on September 1, 2011.

The parties hereto have caused the Articles of Merger to be executed this 1st day of September, 2011.

THE JASZ GROUP II MERGER, INC.
a Florida corporation

THE JASZ GROUP II, INC.
a Florida corporation

By: Susan C. Satterfield
Susan C. Satterfield, President

By: Susan C. Satterfield
Susan C. Satterfield, President

Robert H. Trudeau, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 0889091

PLAN OF MERGER

This PLAN OF MERGER is dated September 1, 2011, by THE JASZ GROUP II MERGER, INC., a Florida corporation, with and into THE JASZ GROUP II, INC., a Florida corporation.

STIPULATIONS

- A. THE JASZ GROUP II MERGER, INC., is a corporation duly organized and existing under the laws of the State of Florida (hereinafter referred to as "JASZ Merger").
- B. THE JASZ GROUP II, INC., is a corporation duly organized and existing under the laws of the State of Florida (hereinafter referred to as "JASZ Group").
- C. The Board of Directors and Shareholders of JASZ Merger, and the Board of Directors and Shareholders of JASZ Group, deem it desirable and in the best business interests of the corporations that JASZ Merger be merged with and into JASZ Group pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, JASZ Merger and JASZ Group agree as follows:

- 1. **Merger.** JASZ Merger shall merge with and into JASZ Group. The JASZ Group shall be the surviving corporation.
- 2. **Terms and Conditions.** On the effective date of the merger, the separate existence of JASZ Merger shall cease, and JASZ Group as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of JASZ Merger without the necessity for any separate transfer. JASZ Group as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of JASZ Merger, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
- 3. **Conversion of Shares.** The manner and basis of converting the shares of stock of the absorbed JASZ Merger into shares of the surviving JASZ Group is as follows:
 - (a) On the effective date of the merger, each outstanding share of JASZ Merger common stock shall cease to be outstanding and cancelled, and no payment shall be made nor consideration paid with respect thereto.

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- (b) Each issued and outstanding share of JASZ Group common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of JASZ Group common stock that are issued and outstanding.
4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving JASZ Group shall continue to be its articles of incorporation following the effective date of the merger.
 5. **Changes in Bylaws.** The Bylaws of the surviving JASZ Group shall continue to be its bylaws following the effective date of the merger.
 6. **Directors and Officers.** The directors and officers of the surviving JASZ Group shall continue to be the directors and officers of the surviving JASZ Group for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.
 7. **Prohibited Transactions.** Neither JASZ Merger or JASZ Group shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
 8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the Shareholders of JASZ Merger and the Shareholders of JASZ Group in the manner provided by the applicable laws of the State of Florida.
 9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.
 10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of JASZ Merger, or the Board of Directors of JASZ Group at any time prior to the effective date of the merger.
 11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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The parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 1st day of September, 2011.

THE JASZ GROUP II MERGER, INC.
a Florida corporation

THE JASZ GROUP II, INC.
a Florida corporation

By: Susan C. Satterfield
Susan C. Satterfield, President

By: Susan C. Satterfield
Susan C. Satterfield, President

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