

479681

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**MERGER OR SHARE EXCHANGE
KSM ELECTRONICS, INC.**

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March 20, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KSM ELECTRONICS, INC.
5607 HIATUS RD.
STE 600
TAMARAC, FL 33321

SUBJECT: KSM ELECTRONICS, INC.
REF: 479681

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**ARTICLES OF MERGER
OF**

KSM ELECTRONICS MIDWEST, INC., a Florida corporation

WITH AND INTO

KSM ELECTRONICS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger provide that:

1. The name and state of formation of the constituent entities participating the merger are:
 - (a) **KSM ELECTRONICS MIDWEST, INC., a Florida corporation ("Midwest"); and**
 - (b) **KSM ELECTRONICS, INC., a Florida corporation ("KSM" and, together with Midwest, each a "Party" and collectively, the "Parties").**
2. Midwest shall be merged with and into KSM, with KSM being the surviving corporation (the "Merger").
3. The effective date of the Merger is the date this document is filed with the Florida Department of State.
4. The terms and conditions of the Merger, and the manner of converting the common shares of Midwest into common shares of KSM, are set forth in the Plan of Merger dated as of the date hereof, a true and correct copy of which is attached hereto as Exhibit A (the "Plan of Merger").
5. The Plan of Merger was adopted by the board of directors and all of the shareholders of Midwest on the date hereof, by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.
6. The Plan of Merger was adopted by the board of directors and all of the shareholders of KSM on the date hereof, by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.
7. The principal office and mailing address of KSM immediately following the Merger shall be: 5607 Hiatus Road, Suite 600, Tamarac, Florida 33321.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Parties by the undersigned as of March 17, 2017.

MIDWEST:

KSM ELECTRONICS MIDWEST, INC.,
a Florida corporation

By: 
Stephen Benjamin, President

KSM:

KSM ELECTRONICS, INC.,
a Florida corporation

By: 
Stephen Benjamin, President

Kim Tadlock 800-432-3622

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EXHIBIT A
PLAN OF MERGER

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PLAN OF MERGER
OF
KSM ELECTRONICS MIDWEST, INC., a Florida corporation
WITH AND INTO
KSM ELECTRONICS, INC., a Florida corporation

This Plan of Merger (this "Plan") is effective as of the Effective Time (as defined herein), and is by and between KSM Electronics Midwest, Inc., a Florida corporation ("Midwest"), and KSM Electronics, Inc., a Florida corporation ("KSM"). Each of Midwest and KSM are, at times, individually referred to herein as a "Party" and collectively referred to herein as the "Parties."

In consideration of the mutual covenants set forth in this Plan, the Parties hereby agree as follows:

1. In accordance with the provisions of this Plan and the Florida Business Corporation Act, Midwest shall be merged with and into KSM (the "Merger"). Pursuant to the Merger, the separate and corporate existence of Midwest shall cease, and KSM shall be the surviving corporation and continue its corporate existence pursuant to the laws of the State of Florida under its present name (the "Surviving Corporation"). The Parties shall cause the Merger to be consummated by filing with the Florida Department of State duly executed articles of merger as required by applicable law. The Parties shall take all such further actions as may be required by applicable law to make the Merger effective.

2. The Merger shall be effective at 5:00 P.M. on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

3. The Articles of Incorporation and the Bylaws of KSM, as in effect at the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as provided by law.

4. The directors and the officers of the Surviving Corporation shall be as follows, until their removal, resignation or replacement:

Directors

Stephen Benjamin
Melvin Zucker
John Steele
Leonard Partyka
Alan Marrullier

Officers

Stephen Benjamin – President and Chief Executive Officer
Melvin Zucker – Vice President, Secretary and Treasurer
John Steele – Vice President
Leonard Partyka – Vice President

5. The Merger shall have the effects set forth herein and the relevant provisions of applicable law. The Surviving Corporation shall possess and retain every interest in all assets

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and property of every description held by the Parties. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of Midwest shall be vested in the Surviving Corporation without any further act or deed. The title to, and any interest in, all real estate vested in Midwest shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging, or due, to Midwest shall be vested in the Surviving Corporation without any further act or deed, and the Surviving Corporation shall be liable for all of the obligations of Midwest existing as of the Effective Time.

7. At the Effective Time, by virtue of the Merger, shares of Midwest common stock outstanding immediately prior to the Merger shall each be converted into the right to receive shares of common stock of the Surviving Corporation as the shareholders of each of Midwest and the Surviving Corporation mutually agree in writing.

8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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IN WITNESS WHEREOF, the Parties have executed this Plan effective as of the Effective Time.

MIDWEST:

KSM ELECTRONICS MIDWEST, INC.,
a Florida corporation

By: _____

Stephen Benjamin, President

KSM:

KSM ELECTRONICS, INC.,
a Florida corporation

By: _____

Stephen Benjamin, President