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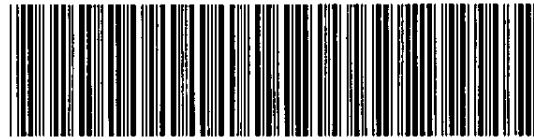
(Business Entity Name)

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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Capitol Lighting – West Palm Beach, Inc.,

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Requested by: SETH

12/29/14

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Time \_\_\_\_\_

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

Articles of Merger  
of  
Capitol Lighting -West Palm Beach, Inc. - 421329  
(a Florida corporation)  
into  
Capitol Lighting EH Divisions, Inc. - FO4000006993  
(a New Jersey corporation)

Pursuant to section 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names of the corporations who are parties to the merger are **Capitol Lighting-West Palm Beach, Inc.**, a Florida corporation, and **Capitol Lighting EH Divisions, Inc.**, a New Jersey corporation. **Capitol Lighting EH Divisions, Inc.**, a New Jersey corporation, shall be the surviving corporation.

SECOND: **Capitol Lighting-West Palm Beach, Inc.** is a corporation organized under the laws of the State of Florida. **Capitol Lighting EH Divisions, Inc.** is a corporation organized under the laws of the State of New Jersey and qualified to do business in the State of Florida.

THIRD: The Certificate of Incorporation of **Capitol Lighting EH Divisions, Inc.**, a New Jersey corporation shall not be affected by the merger.

FOURTH: All of the issued and outstanding shares of **Capitol Lighting-West Palm Beach, Inc.** shall be cancelled automatically without any action on the part of the holder of any shares of **Capitol Lighting-West Palm Beach, Inc.** or **Capitol Lighting EH Divisions, Inc.**

FIFTH: The Plan of Merger was approved by the Board of Directors of **Capitol Lighting-West Palm Beach, Inc.** on December 22, 2014, and it was adopted by its stockholders on December 22, 2014. The Plan of Merger was approved by the Board of Directors of **Capitol Lighting EH Divisions, Inc.** on December 22, 2014, and was adopted by all of its stockholders on December 22, 2014.

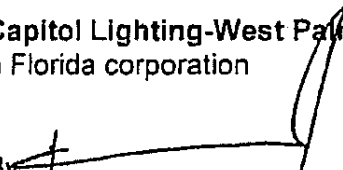
SIXTH: The Plan of Merger is attached hereto as Exhibit "A".

SEVENTH: This Merger shall become effective as of December 31, 2014.

(Signatures on following page)

Signed this 22<sup>nd</sup> day of December, 2014.

Capitol Lighting-West Palm Beach, Inc.  
a Florida corporation

By:   
Kenneth Lebersfeld, President

Capitol Lighting EH Divisions, Inc.  
a New Jersey corporation

By:   
Eric Lebersfeld, President

**Agreement and Plan of Merger**  
Between  
**Capitol Lighting-West Palm Beach, Inc.**  
(a Florida corporation)  
and  
**Capitol Lighting EH Divisions, Inc.**  
(a New Jersey corporation)

This Agreement and Plan of Merger is made and entered into as of the 22nd day of December, 2014, by and among Capitol Lighting-West Palm Beach, Inc., a Florida corporation (hereinafter referred to as "WPB"), and Capitol Lighting EH Divisions, Inc., a New Jersey corporation (hereinafter referred to as "EH" or as the "Surviving Corporation"); WPB and EH are sometimes hereinafter collectively referred to as the "Constituent Corporations".

**WITNESETH:**

**WHEREAS**, the total number of shares which WPB has authority to issue is 2,500 shares of common stock, \$1.00 par value (such stock being hereinafter referred to as "WPB Stock"), of which 510 shares are issued and outstanding; and

**WHEREAS**, the total number of shares which EH has authority to issue is 1,000 shares of common stock, no par value (such stock being hereinafter referred to as "EH Stock"), of which 100 shares are issued and outstanding; and

**WHEREAS**, the board of directors of each of the Constituent Corporations deem it advisable that WPB be merged into EH in a transaction intended to qualify under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that WPB be merged into EH on the terms and conditions hereinafter set forth, in accordance with the laws of the State of Florida which permit such merger.

**NOW, THEREFORE**, in consideration of one hundred dollars (\$100), and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, WPB and EH by their respective boards of directors, have agreed, and do hereby agree, each with the other as follows:

1. Capitol Lighting-West Palm Beach, Inc. shall be merged into Capitol Lighting EH Divisions, Inc., the Surviving Corporation.

2. The merger shall become effective pursuant to the laws of the State of Florida as of December 31, 2014 (the "Effective Date"). At the Effective Date:

A. The two Constituent Corporations shall be a single corporation, which shall be Capitol Lighting EH Divisions, Inc., the Surviving Corporation, and the separate existence of Capitol Lighting-West Palm Beach, Inc. shall cease;

*Capitol/PlanofMerger-WPB into EH/arff/12-19-14/2 1*

Exhibit "A" to Articles of Merger

B. Capitol Lighting EH Divisions, Inc. shall possess all of the rights, privileges, immunities and franchises, both public and private, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger;

C. Capitol Lighting EH Divisions, Inc. shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;

D. The by-laws of Capitol Lighting EH Divisions, Inc. shall be the by-laws of the Surviving Corporation; and

E. The directors and officers of the Surviving Corporation shall be as follows:

Kenneth Lebersfeld	Director, CEO and COO
Eric Lebersfeld	Director, President and Chief Marketing Officer
Max Lebersfeld	Co-Chairman of the Board, CFO, Secretary, and Treasurer
Herman Lebersfeld	Co-Chairman of the Board
Jason Lebersfeld	Director, Vice President and Chief Technology Officer
Brian Lebersfeld	Director, Vice President and E-Commerce Manager

F. All of the issued and outstanding shares of Capitol Lighting-West Palm Beach, Inc. shall be cancelled automatically without any action on the part of the holder of any shares of WPB or EH.

3. The Certificate of Incorporation of Capitol Lighting EH Divisions, Inc. shall not be amended in any respect by reason of this Agreement, and said Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Corporation until altered, amended, restated or repealed in the manner provided by law.

4. All legal, accounting and other costs incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the parties incurring such expenses.

5. The total authorized capital stock of the Surviving Corporation shall be one thousand (1,000) shares of common stock, no par value.

6. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of WPB, then the proper officers and directors of WPB shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. Without limiting the foregoing, the parties to this Agreement intend that any and all distributions of assets and other properties pursuant to this Agreement shall be completed no later than December 31, 2014.

7. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time, provided that the Articles of Merger shall not have been filed with the Secretary of the State of Florida.

8. This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which, taken together, shall constitute one and the same instrument.


9. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the day and year first above written.

Capitol Lighting-West Palm Beach, Inc.

By:   
Kenneth Lebersfeld, President

Capitol Lighting EH Divisions, Inc.

By:   
Max Lebersfeld, Co-Chairman  
CFO, Secretary and Treasurer