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**MERGER OR SHARE EXCHANGE
CONSOLIDATED EDISON SOLUTIONS, INC.**

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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
OF
BGA, INC.,
a Florida corporation**

FILED
17 DEC 15 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITH AND INTO

**CONSOLIDATED EDISON SOLUTIONS, INC.,
a New York corporation**

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes, effective as of December 31, 2017 (the "Effective Date").

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Consolidated Edison Solutions, Inc. 100 Summit Lake Drive Suite 210 Valhalla, NY 10595	New York	Corporation

SECOND: THE MERGING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type of the merging corporation (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BGA, Inc. 3405 W. Martin Luther King Jr. Boulevard Suite 101 Tampa, FL 33607	Florida	Corporation

Florida Document/Registration Number: J23351

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 31, 2017 at 11:59 p.m. EST. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

FIFTH: In accordance with applicable Florida law, the Plan of Merger was approved and adopted by the sole shareholder of the Merging Corporation on December 8, 2017.


SIXTH: In accordance with applicable New York law, the Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation on December 8, 2017.

[Signature Page Follows]

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed these Articles of Merger as of the Effective Date.


SURVIVING CORPORATION:

Consolidated Edison Solutions, Inc.,
a New York corporation

By: 
Name: Mark Hefner
Title: President and Chief Executive Officer

MERGING CORPORATION:

BGA, Inc.,
a Florida corporation

By: 
Name: Michael Gibson
Title: President and Assistant Secretary

PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved as of the 8th day of December, 2017, by the parties hereto. It relates to the proposed merger (the "Merger") of the Merging Corporation (defined below), with and into the Surviving Corporation (defined below).

FIRST: The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Consolidated Edison Solutions, Inc.	New York

SECOND: The exact name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BGA, Inc.	Florida

THIRD: THE MERGER

1. Merger. Upon the filing of the Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective on December 31, 2017 at 11:59 p.m. EST (the "Effective Time"). At the Effective Time of the Merger, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act ("FBCA") and the New York Business Corporation Law ("NYBCL") and the corporate existence of the Merging Corporation shall cease. Following the Effective Time of the Merger: (i) the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation, (iii) all and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent of the Merging Corporation, and (iv) all debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation and such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. Articles of Incorporation. After the Effective Time, the Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Certificate of Incorporation of the Surviving Corporation, until thereafter amended.

3. Bylaws. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. Directors. At the Effective Time, the directors of the Surviving Corporation holding office as of the Effective Time, shall remain the directors of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

5. Officers. At the Effective Time, the officers of the Surviving Corporation shall remain as the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

6. Capital Stock. The manner and basis of converting the shares of the Merging Corporation into shares, obligations, or other securities of the Surviving Corporation.

(i) At the Effective Time:

(a) Each outstanding share of the common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time, shall automatically be cancelled; and

(b) Each outstanding share of the common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, shall remain issued and outstanding from and after the Effective Time.

FOURTH: APPROVAL

The Merger contemplated by this Plan has been adopted and approved by the sole shareholder and directors of the Merging Corporation by written consent dated December 8, 2017 and by the directors of the Surviving Corporation, by resolutions adopted on December 8, 2017.

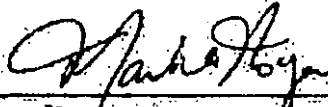
FIFTH: GOVERNING LAW

This Plan shall be construed in accordance with the laws of the jurisdiction of incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.


SURVIVING CORPORATION:

Consolidated Edison Solutions, Inc., a New York corporation

By: 
Name: Mark Hayes
Title: President and Chief Executive Officer

MERGING CORPORATION:

BGA, Inc., a Florida corporation

By: 
Name: Michael Giblin
Title: President and Assistant Secretary