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DATE: 8/6/14

NAME: DR SMOOD LLC

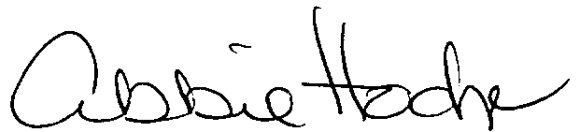
TYPE OF FILING: MERGER

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AUTHORIZATION: ABBIE/PAUL HODGE



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**ARTICLES OF MERGER
OF
DR SMOOD LLC,
A FLORIDA LIMITED LIABILITY COMPANY
WITH AND INTO
DR. SMOOD GROUP INC.,
A DELAWARE CORPORATION**

The following Articles of Merger are submitted to merge the following Florida limited liability company in accordance with s. 605.1025 of the Florida Statutes, et seq. The undersigned entities hereby execute the following Articles of Merger:

FIRST: The exact names, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dr Smood LLC	Florida	Limited liability company
Dr. Smood Group Inc.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dr. Smood Group Inc.	Delaware	Corporation

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

CT Corporation, registered agent for Dr. Smood Group Inc.
1209 North Orange Street
Wilmington, DE 19801

FIFTH: The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned entities have caused these articles of merger to be signed by the authorized officer, the 31 day of July, 2014.

DR SMOOD LLC

By: Dr. Smood Group Inc., its sole member

By: 

Name: René Sindlev

Title: President

DR. SMOOD GROUP INC.

By: 

Name: René Sindlev

Title: President