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MERGER OR SHARE EXCHANGE
CUOWE DEVELOPMENT, INC.

Certificate of Status	0
Certified Copy	1
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EFFECTIVE DATE-

4/1/13

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
CUROWE DEVELOPMENT, INC.
and
C & C CONSULTING CORP.
into
CUROWE DEVELOPMENT, INC.

EFFECTIVE DATE
4/1/13

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

We, the undersigned, being respectively the President & Secretary and Vice-President & Treasurer of CUROWE DEVELOPMENT, INC. and the President & Treasurer and Secretary of C & C CONSULTING CORP. certify:

1. The name of each constituent corporation is as follows: CUROWE DEVELOPMENT, INC. and C & C CONSULTING CORP. The name of the surviving corporation is CUROWE DEVELOPMENT, INC.

2. The number of outstanding shares of CUROWE DEVELOPMENT, INC. is (220) shares at a par value of (\$1) each, all of which are entitled to vote. The number of outstanding shares of C & C CONSULTING CORP. is (190) shares at no par value, all of which are entitled to vote.

3. The number of authorized shares of the surviving corporation shall not change.

4. The certificate of incorporation of CUROWE DEVELOPMENT, INC. a domestic corporation, was filed with the New York Department of State on April 8, 1981; the certificate of incorporation of C & C CONSULTING CORP., was filed with the Florida Secretary of State on February 4, 1993.

5. The merger was authorized on March 6, 2013 by a Unanimous Consent to Corporate Action in Lieu of Meeting by the shareholders of CUROWE DEVELOPMENT, INC. by unanimous consent of the holders of all outstanding shares entitled to vote thereon.

~~The laws of New York permit a merger as herein effected.~~

6. The merger was authorized on March 6, 2013 by a Unanimous Consent to Corporate Action in Lieu of Meeting by the shareholders of C & C CONSULTING CORP., which has complied with

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all of the applicable provisions of the laws of the State of Florida. The laws of Florida permit a merger as herein effected.

7. The Plan of Merger is attached.
8. The Plan of Merger has not been abandoned.
9. The merger shall be effective on April 1, 2013.


Dated, March 6, 2013


CROWE DEVELOPMENT, INC.


KEVIN E. CROWE, SR.
President & Secretary


LYNN E. CROWE
Vice President and Treasurer

C & S CONSULTING CORP.


KEVIN E. CROWE, SR.
President & Treasurer


LYNN E. CROWE
Secretary

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PLAN OF MERGER

Plan of merger, dated March 6, 2013, between CUOWE DEVELOPMENT, INC, a New York corporation, herein sometimes referred to as "CUOWE", "CUOWE DEVELOPMENT" or "the surviving corporation", and C & C CONSULTING CORP., a Florida corporation, herein sometimes referred to as "C & C CONSULTING."

WHEREAS, CUOWE DEVELOPMENT, INC. is a corporation organized and existing under and by virtue of the laws of the State of New York; and,

WHEREAS, C & C CONSULTING CORP. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and,

WHEREAS, the board of directors of CUOWE DEVELOPMENT and C & C CONSULTING, the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that C & C CONSULTING be merged into CUOWE DEVELOPMENT, in accordance with the provisions of New York Business Corporation Law §§ 901, et seq., and Florida Statute §§ 607.1101 through 607.1115, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants, and subject to the conditions herein set forth, the constituent corporations agree as follows:

1. The names of the constituent corporations are CUOWE DEVELOPMENT, INC. and C & C CONSULTING CORP.
2. The name of the surviving corporation is CUOWE DEVELOPMENT, INC.
3. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights, are as follows;

~~CUOWE DEVELOPMENT, INC.~~

Outstanding shares:

220 shares

Classes and shares entitled to vote:

Voting Stock, 220 Shares

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C & C CONSULTING CORP.

Outstanding shares:

190 Shares

Classes and shares entitled to vote:

Voting Stock, 190 Shares

4. Upon such merger, the separate corporate existence of C & C CONSULTING shall cease and the surviving corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and the surviving corporation shall become subject to all the liabilities, obligations and penalties of the constituent corporations.

5. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the surviving corporation shall be as appears in the certificate of incorporation of the surviving corporation as amended and as herein set forth.

6. The certificate of incorporation of CUROWE DEVELOPMENT on the effective date of the merger shall not be amended or changed.

7. The bylaws of CUROWE DEVELOPMENT, as in effect on the effective date, shall be the bylaws of the surviving corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.

8. The names and addresses of the persons who shall constitute the board of directors of the surviving corporation, and who shall hold office until the first annual meeting of the shareholders of the surviving corporation, are as follows:

Kevin E. Crowe, Sr.
P.O. Box 801
Quogue, NY 11959

Lynn E. Crowe
P.O. Box 801
Quogue, NY 11959

Kevin E. Crowe, Jr.
P.O. Box 801
Quogue, NY 11959

Brooks Ryan Crowe
P.O. Box 801
Quogue, NY 11959

~~9. The manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:~~

(A) Each share of the common stock of C & C CONSULTING CORP. issued and outstanding on the

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effective date of the merger shall be converted into ninety-five hundredths (0.95) of one share of the common stock of CUOWE DEVELOPMENT CORP, rounded to the nearest whole share amount, which shares of common stock of the surviving corporation shall then be issued and outstanding.

In accordance with the preceding paragraph, the conversion of shares shall result in the issuance of shares as follows:

<u>Shareholder</u>	<u>Shares in C & C</u>	<u>New Shares in CUOWE</u>
Kevin E. Crowe Sr.	65	62
Lynne E. Crowe	35	33
Kevin E. Crowe Jr.	45	43
Brooks Ryan Crowe	45	43

(B) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange for them certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(C) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Subsequently, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this agreement that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

10. Neither C & C CONSULTING nor CUOWE DEVELOPMENT, the surviving corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the

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ordinary course of business, except as contemplated by this plan.

11. This merger plan shall be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the applicable laws of the State of New York with respect to CUOWE DEVELOPMENT, and by the applicable laws of the State of Florida with respect to C & C CONSULTING, by a Consent to Action in Lieu of a Meeting, or at such other time as the boards of directors of the constituent corporations shall agree.

12. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

In witness whereof, the parties hereto have caused this plan of merger to be executed by their respective officers and directors and have caused their respective corporate seals to be impressed hereon on this 6th day of March, 2013.

Dated March 6, 2013.

CUOWE DEVELOPMENT, INC.

Kevin E. Crowe, Sr.
KEVIN E. CROWE, SR.

Lynn E. Crowe
LYNN E. CROWE

Kevin E. Crowe, Jr.
KEVIN E. CROWE, JR.

Brooks Ryan Crowe
BROOKS RYAN CROWE

C & C CONSULTING CORP.

Kevin E. Crowe, Sr.
KEVIN E. CROWE, SR.

Lynn E. Crowe
LYNN E. CROWE

Kevin E. Crowe, Jr.
KEVIN E. CROWE, JR.

Brooks Ryan Crowe
BROOKS RYAN CROWE

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ordinary course of business, except as contemplated by this plan.

11. This merger plan shall be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the applicable laws of the State of New York with respect to CUOWE DEVELOPMENT, and by the applicable laws of the State of Florida with respect to C & C CONSULTING, by a Consent to Action in Lieu of a Meeting, or at such other time as the boards of directors of the constituent corporations shall agree.

12. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

In witness whereof, the parties hereto have caused this plan of merger to be executed by their respective officers and directors and have caused their respective corporate seals to be impressed hereon on this 6th day of March, 2013.

Dated March 6, 2013.

CUOWE DEVELOPMENT, INC.

C & C CONSULTING CORP.

KEVIN E. CROWE, SR.

KEVIN E. CROWE, SR.

LYNN E. CROWE

LYNN E. CROWE



KEVIN E. CROWE, JR.



KEVIN E. CROWE, JR.

BROOKS RYAN CROWE

BROOKS RYAN CROWE

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