

F15000000030

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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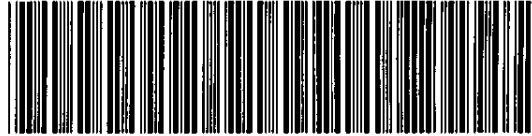
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2017 JAN -3 AM 8:26

JAN - 4 2017

C LEWIS

FLORIDA RESEARCH & FILING SERVICES, INC,  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)364-8000

ACCT# FCA000000025

WALK-IN

ENTITY NAME:

Merrill Brink International  
Corporation

XXX FILE Amendment - certified copy

CHECK NUMBER 797-\$ 43.75

FLORIDA RESEARCH & FILING SERVICES, INC,  
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TALLAHASSEE, FL 32301  
PHONE (850)364-8000

ACCT# FCA000000025

WALK-IN

ENTITY NAME:

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XXX FILE Amendment - certified copy

CHECK NUMBER 747 - \$ 43.75

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F15000000030

(Document number of corporation (if known))

2017 JAN -3 AM 8:26  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Merrill Brink International Corporation  
(Name of corporation as it appears on the records of the Department of State)
2. Minnesota 3. 1/2/2015  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_
5. United Language Group, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- \_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
\_\_\_\_\_  
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

*Karrie Willis*

(Signature of a director, president or other officer - if in the hands  
of a receiver or other court appointed fiduciary, by that fiduciary)

Karrie Willis

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

**Office of the Minnesota Secretary of State  
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

DELAWARE: KJ INTERNATIONAL RESOURCES LTD.  
MINNESOTA: MERRILL BRINK INTERNATIONAL CORPORATION

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: MERRILL BRINK INTERNATIONAL CORPORATION

Name of Surviving Entity after Effective Date of Merger:

UNITED LANGUAGE GROUP, INC.

This certificate has been issued on: 12/21/2016



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota



Minnesota

**ARTICLES OF MERGER  
OF  
KJ INTERNATIONAL RESOURCES LTD., a Delaware corporation,  
INTO  
MERRILL BRINK INTERNATIONAL CORPORATION, a Minnesota corporation**

Pursuant to the provisions of Section 302A.615 of the Minnesota Business Corporations Act (the "MBCA"), the following Articles of Merger are executed as of December 19, 2016:

1. The name and jurisdiction of organization of each of the constituent corporations are:

<u>Name of Merging Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KJ International Resources LTD. ("KJI")	Delaware	Corporation
<u>Name of Surviving Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Merrill Brink International Corporation ("MBI")	Minnesota	Corporation

2. The Agreement and Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger") and incorporated herein by reference sets forth the terms and conditions of the merger, whereby KJI shall be merged with and into MBI.

3. The Plan of Merger has been adopted by MBI pursuant to Minnesota Statutes Chapter 302A, and by KJI pursuant to Section 252 of the Delaware General Corporation Law.

4. MBI shall be the surviving entity of the merger, and upon the effective date referenced in the Plan of Merger its name shall change to United Language Group, Inc.

*[Signature page follows]*

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 19 day of December, 2016.

**MERRILL BRINK INTERNATIONAL  
CORPORATION**

By: Karrie Willis  
Authorized Officer  
Name: Karrie Willis  
Title: Chief Financial Officer

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**EXHIBIT A**

**KJ INTERNATIONAL RESOURCES LTD., a Delaware corporation,  
INTO  
MERRILL BRINK INTERNATIONAL CORPORATION, a Minnesota corporation**

This AGREEMENT and PLAN OF MERGER ("Plan of Merger") is entered into by and between KJ International Resources LTD., a Delaware corporation, and Merrill Brink International Corporation, a Minnesota corporation, effective as of the date set forth below.

**ARTICLE 1.  
MERGER OF COMPANIES**

1.1 Constituent Companies. The names and addresses of the constituent companies are KJ International Resources LTD., a Delaware corporation ("KJI"), 1600 Utica Avenue South, Suite 750, Minneapolis, MN 55416, and Merrill Brink International Corporation, a Minnesota corporation ("MBI"), 1600 Utica Avenue South, Suite 750, Minneapolis, MN 55416. The constituent companies shall be combined by the merger of KJI with and into MBI, with MBI as the surviving corporation (the "Surviving Corporation"); pursuant to the applicable provisions of the Minnesota Business Corporation Act ("MBCA") and the Delaware General Corporation Law ("DGCL") (the "Merger").

The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent entities in accordance with Section 252 of the DGCL, to wit, by MBI in accordance with the laws of the State of Minnesota and by KJI in the same manner as is provided in the DGCL.

The Plan of Merger is on file at the offices of MBI, located at 1600 Utica Avenue South, Suite 750, Minneapolis, MN 55416. A copy of the Agreement and Plan of Merger will be provided by the surviving entity upon request and without cost to any shareholder of any domestic corporation or any person holding an interest in any other business entity which is to merge or consolidate.

**ARTICLE 2.  
MEANS OF EFFECTING REORGANIZATION AND  
MERGER AND CONVERTING SHARES**

2.1 The Merger. The Merger shall become effective on January 1, 2017 at 12:01 a.m. (the "Effective Date"). On the Effective Date, KJI shall be merged with and into MBI in accordance with the provisions of the MBCA and the DGCL, whereupon the separate corporate existence of KJI shall cease, and MBI shall alone continue in existence as the Surviving Corporation. All transactions after the Effective Date shall be deemed transactions of and for the account of MBI as the Surviving Corporation.

2.2 Succession. As of the Effective Date, MBI shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein vested by deed or otherwise in either constituent company shall not revert or be in any way impaired by reason of the Merger. Further

provided, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in lien to the property affected by such liens on the Effective Date, and all debts, liabilities, and duties of either of the constituent companies shall become those of MBI and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by MBI.

2.3 Instruments of Further Assurance. If at any time after the Effective Date, the Surviving Corporation shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officers or managers of the constituent companies are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4 Exchange of Shares. Each and every share of common stock of KJI issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished.

### ARTICLE 3. ORGANIZATION OF THE SURVIVING CORPORATION

3.1 Articles of Incorporation. The Articles of Incorporation of MBI upon the Effective Date of the merger shall be the Articles of Incorporation of said Surviving Corporation, which upon Effective Date is to be amended to reflect the change of name of Surviving Corporation by striking out Article 1, thereof and by substituting in lieu of said Article the following new Article 1:

#### ARTICLE 1 - NAME

1.1) The name of the corporation shall be United Language Group, Inc.

and said Articles of Incorporation as so amended and changed shall continue to be the Articles of Incorporation of the Surviving Corporation until further amended and changed in accordance with the provisions of the MBCA.

3.2 Bylaws. The present Bylaws of the Surviving Corporation will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the MBCA.

3.3 Board of Directors. Officers of the Surviving Corporation. From and after the Effective Date, the Board of Directors and officers of the Surviving Corporation shall be the Board of Directors and officers of MBI.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned swear that the foregoing is true and accurate and that they have the authority to sign these Articles of Merger on behalf of the respective corporations.

**MERRILL BRINK INTERNATIONAL  
CORPORATION**

By: Karrie Willis  
Authorized Officer

Name: Karrie Willis

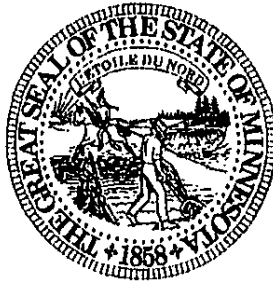
Title: Chief Financial Officer

**KJ INTERNATIONAL RESOURCES LTD.**

By: Karrie Willis  
Authorized Officer

Name: Karrie Willis

Title: Chief Financial Officer



**File Numbers**

92238710004

5S-794

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

12/21/2016 11:59:00 PM

*Steve Simon*

Steve Simon  
Secretary of State