

Division of Corporations

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#32986

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
ADAMS BROS. CABINETRY, INC.**

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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[Signature]

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ARTICLES OF MERGER

THE FOLLOWING Articles of Merger are submitted in accordance with Section 607.1105, Florida Statutes.

ARTICLE I

The exact name and jurisdiction of the Merging Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
JDA MANAGEMENT, INC. Document No. P0000032042	FLORIDA

ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
ADAMS BROS. CABINETRY, INC., Document No. H32986	FLORIDA

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ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each entity that is a party to the merger in accordance with the provisions of Chapters 607, Florida Statutes. All of the directors and shareholders of the Surviving Entity and the Merging Entity have approved the Plan of Merger. The date of adoption of the plan of merger is December 31, 2013.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Incorporation of the Surviving Entity or the Articles of Organization of the Merging Entity.

ARTICLE V

The effective date of this merger shall be the later of: (i) December 31, 2013; or (ii) the date of filing of these Articles of Merger with the Florida Department of State, Division of Corporations.

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IN WITNESS WHEREOF, these Articles of Merger are executed this 31st day of December, 2013.

SURVIVING ENTITY:


ADAMS BROS. CABINETRY, INC.,
a Florida corporation


Ethan M. Adams, CEO

Dated: 12/31/2013

MERGING ENTITY:

JDA MANAGEMENT, INC.,
a Florida corporation


Ethan M. Adams, CEO

Dated: 12/31/2013

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 607.1101, Florida Statutes.

RECITALS:

WHEREAS, JDA MANAGEMENT, INC., a Florida corporation (Document Number P00000032042) (the "Merging Entity") desires to merge with and into ADAMS BROS. CABINETRY, INC., a Florida corporation (Document Number H32986) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the shareholders and members of the Surviving Entity and the Merging Entity have determined that it is advisable that the Merging Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each entity that is a party to the merger is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
JDA MANAGEMENT, INC. Document No. P00000032042 (Merging entity)	FLORIDA
ADAMS BROS. CABINETRY, INC., Document No. H32986 (Surviving entity)	FLORIDA

ARTICLE II

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be December 31, 2013.
2. On the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity. The separate existence of the Merging Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

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3. The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity.

5. As of the effective date of this merger, the shareholder in the Merging Entity shall receive 0.05 share of stock in the Surviving Entity for each share of stock held in the Merging Entity.

ARTICLE III

The name and address of the CEO of the Surviving Entity is:

Ethan M. Adams,
9300 SW Ft. Winder Street
Arcadia, FL 34269

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 31st day of December, 2013.

SURVIVING ENTITY:

ADAMS BROS. CABINETS, INC.,
a Florida corporation

Ethan M. Adams, CEO

Dated: 12/31/2013

MERGING ENTITY:

JDA MANAGEMENT, INC.,
a Florida corporation

Ethan M. Adams, CEO

Dated: 12/31/2013

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