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merger
MAY 30 2013

R. WHITE

**MERGER OR SHARE EXCHANGE
ECLOZ, LLC**

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
E-CLOZ.COM, INC.
(a Florida corporation)
INTO
ECLOZ, LLC
(a Florida limited liability company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 and 608, Florida Statutes, the following Articles of Merger is submitted to merge E-CLOZ.COM, INC., a Florida limited liability company (the "Disappearing Entity"), with and into ECLOZ, LLC, a Florida limited liability company (the "Surviving Entity"), as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated as of April 8, 2013, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the members of the Surviving Entity by action taken as of April 8, 2013, and approved and adopted by the shareholders of the Disappearing Entity by action taken as of April 8, 2013. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes, and with the Articles of Organization and Operating Agreement of the Surviving Entity and the Articles of Incorporation and Bylaws of the Disappearing Entity.

3. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of the date of filing the Articles of Merger with the Florida Secretary of State.

4. **Articles of Organization and Operating Agreement.** The Articles of Organization and Operating Agreement of the Surviving Entity, as now in force and effect, shall remain in force and effect until amended as therein provided and in the manner prescribed by Chapter 608, Florida Statutes.

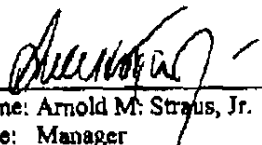
Each of the Surviving Entity and the Disappearing Entity has caused the Articles of Merger to be executed on its respective behalf, by its duly authorized representative, as of the 8th day of April, 2013.


SURVIVING ENTITY:

ECLOZ, LLC,
a Florida limited liability company

DISAPPEARING ENTITY:

E-CLOZ.COM, INC.,
a Florida corporation

By: 
Name: Arnold M. Straus, Jr.
Title: Manager

By: 
Name: Arnold M. Straus, Jr.
Title: President

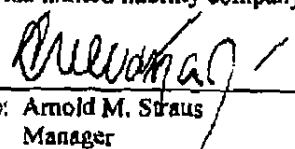
6. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities, all of the shareholding interests of the Disappearing Entity shall be cancelled and all of the membership interests of the Surviving Entity shall continue to be owned by the Surviving Entity's members.

7. This Plan may be executed in one or more counterparts, which together shall constitute one and the same agreement.

Each of the Constituent Entities has caused this Plan to be executed on its respective behalf, by its duly authorized representative, effective as of the day and year first above written.

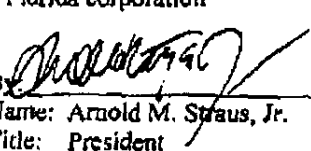
SURVIVING ENTITY:

ECLOZ, LLC,
a Florida limited liability company

By: 
Name: Arnold M. Straus
Title: Manager

DISAPPEARING ENTITY:

E-CLOZ.COM, INC.,
a Florida corporation

By: 
Name: Arnold M. Straus, Jr.
Title: President

H13000118904

EXHIBIT A

**PLAN OF MERGER
OF
E-CLOZ.COM, INC.
(a Florida corporation)
INTO
ECLOZ, LLC
(a Florida limited liability company)**

This Plan of Merger (the "Plan"), dated as of April 8, 2013, is by and between E-CLOZ.COM, INC., a Florida corporation (the "Disappearing Entity"), and ECLOZ, LLC, a Florida limited liability company (the "Surviving Entity").

BACKGROUND:

WHEREAS, the shareholders of the Disappearing Entity and the members of the Surviving Entity have each determined that the transactions described herein are in the best interests of the parties and have each approved the transactions described herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER:

1. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with the applicable provisions of Florida law, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as the "Constituent Entities."

2. The Merger shall be become effective as of the effective time provided for in the Articles of Merger (the "Effective Time").

3. The Articles of Organization and Operating Agreement of the Surviving Entity as in effect at the Effective Time of the Merger shall be the Articles of Organization and Operating Agreement of the Surviving Entity from and after the Effective Time.

4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authorities, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

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