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Division of Corporations

0001/003

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
M & H TECHNOLOGIES, LLC

Certificate of Status	1
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Page Count	02
Estimated Charge	\$77.50

\$95.00

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EXAMINER

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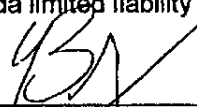
**ARTICLES OF MERGER OF
RHYTHM AND GROOVES INC.
INTO
M & H TECHNOLOGIES, LLC**

M & H Technologies, LLC, a Florida limited liability company ("LLC"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Rhythm and Grooves Inc., a Florida corporation ("Corporation"), with and into LLC. LLC shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LLC in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

M & H TECHNOLOGIES, LLC,
a Florida limited liability company

By: 
Brian S. Maguire
As its Manager

RHYTHM AND GROOVES INC.,
a Florida corporation

By: 
Brian S. Maguire
As its President

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EXHIBIT A
PLAN OF MERGER
OF RHYTHM AND GROOVES INC.,
WITH AND INTO
M & H TECHNOLOGIES, LLC

RHYTHM AND GROOVES INC., a Florida corporation, and M & H TECHNOLOGIES, LLC, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Sections 607.1108 and 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are RHYTHM AND GROOVES INC., a Florida corporation ("Corporation"), and M & H TECHNOLOGIES, LLC, a Florida limited liability company ("LLC"). As a result of the merger, Corporation shall be merged with and into LLC. LLC shall be the surviving business entity and shall assume the assets and liabilities of Corporation.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. All shares of common stock of Corporation issued and outstanding on the effective date shall be cancelled.

4. LLC is a manager-managed limited liability company and its Manager is Brian S. Maguire.

5. This plan shall be submitted to the shareholders and directors of Corporation for approval. This plan shall be submitted to the Class B Members and Manager of LLC for approval. The Articles of Organization for LLC will not differ from its Articles of Organization before the merger, and each member of LLC will hold membership interests shown on an amendment to Exhibit A to the Operating Agreement of the LLC. The designations, preferences, limitations, and relative rights, immediately after the merger shall be identical to those before the merger.

6. The Class B Members and Manager of the LLC and the Directors of the Corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

7. There are no other terms of or conditions to the merger.