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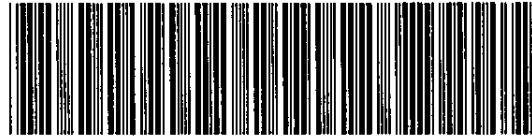
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DIVISION OF CORPORATION
13 AUG - 5 PM 3:15

AUG 12 2013

T. BROWN

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*ADMITTED TO PRACTICE IN MINNESOTA
IN 1998 AND FLORIDA IN 2005

July 31, 2013

VIA UPS

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
850-245-6050

Re: Merger of PURELY MENTAL INTL., CORP, a Florida corporation with and into IT'S
PURELY MENTAL LLC, a Florida limited liability company

Dear Madam or Sir:

Enclosed please find Articles of Merger for filing with the Florida Department of State along with a check in the amount of \$78.75 for filing fees and a Certified Copy of the filed Articles of Merger. Please return all correspondence concerning this matter to:

Wayne H. Miller
Wayne H. Miller, P.A.
12147 N.W. 51st Place
Coral Springs, Florida 33076
E-mail: waynehmillerlaw@gmail.com

For further information concerning this matter, please call me at 954-825-3940. Thanks in advance for your assistance.

My best regards,

WAYNE H. MILLER, P.A.

By 
Wayne H. Miller
For the Firm

cc: Steve Adelstein (via e-mail)

ARTICLES OF MERGER
OF
PURELY MENTAL INTL., CORP
AND OF
IT'S PURELY MENTAL LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the Section 607.1109 or 617.0302 of the Florida Statutes, the following Articles of Merger are executed on the date hereinafter set forth:

First: PURELY MENTAL INTL., CORP is a corporation organized and existing under the laws of the State of Florida and is subject to the provisions of the Florida Statutes.

Second: IT'S PURELY MENTAL LLC is a limited liability company organized and existing under the laws of the State of Florida and is subject to the provisions of the Florida Statutes.

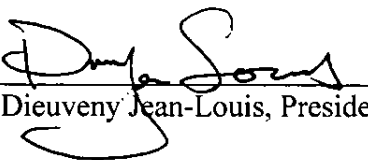
Third: PURELY MENTAL INTL., CORP has 1000 shares of common stock issued and outstanding.

Fourth: Annexed hereto is a copy of the Plan of Merger adopted by the board of directors and shareholders of PURELY MENTAL INTL., CORP and the board of governors and members of IT'S PURELY MENTAL LLC in compliance with 607, 608, 67 and/or 620 of the Florida Statutes.

Fifth: The effective date of the Merger provided for in the Plan of Merger shall be the date of filing at the close of business.

Executed at Fort Lauderdale, Florida on July 29, 2013.

PURELY MENTAL INTL., CORP

By 
Dieuveny Jean-Louis, President

IT'S PURELY MENTAL LLC

By 
Rolan L. Breton, Chief Executive
Officer

PLAN OF MERGER
FOR THE MERGER
OF
PURELY MENTAL INTL., CORP
INTO
IT'S PURELY MENTAL LLC

PLAN OF MERGER (the "Plan"), dated July 30, 2013, for the merger of PURELY MENTAL INTL., CORP, a Florida corporation (the "Merged Company"), into IT'S PURELY MENTAL LLC, a Florida limited liability company (the "Surviving Company"; the Merged Company and Surviving Company may be collectively referred to as the "Constituent Companies").

RECITALS

A. The Merged Company is a duly organized and existing corporation under the laws of the State of Florida.

B. The Surviving Company is a duly organized and existing limited liability company under the laws of the State of Florida.

NOW, THEREFORE, the Constituent Companies shall be merged into a single limited liability company, and one of the Constituent Companies, which shall continue its existence and be the limited liability company surviving the merger. The terms and conditions of this merger (the "Merger") and the manner of carrying the same into effect, are as follows:

ARTICLE I
Effective Date of the Merger

The Effective Date of the Merger shall be the close of business on the filing date of the Articles of Merger. Upon the Effective Date of the Merger, the separate existences of the Constituent Companies shall cease and the Constituent Companies shall be merged into the Surviving Company, IT'S PURELY MENTAL LLC, a Florida limited liability company.

And L
[Signature]

ARTICLE II
Governing Laws; Articles of
Organization; Authorized Ownership Interests

The Articles of Organization of the Surviving Company shall be the Articles of Organization of the Surviving Company as the same shall be in effect on the Effective Date of the Merger.

ARTICLE III
Operating Agreement; Registered Office

The Operating Agreement of the Surviving Company as of the Effective Date of the Merger shall be the Operating Agreement of the Surviving Company after the Merger. The registered office of the Surviving Company after the Merger shall be at 4 West Las Olas Boulevard, Suite 201, Fort Lauderdale, FL 33301.

ARTICLE IV
Directors, Governors and Officers

The governors of the Surviving Company in office as of the date hereof shall remain the governors of the Surviving Company at and after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified. Subject to the authority of the Board of Governors as provided by law and the Operating Agreement of the Surviving Company, the officers of Merged Company at the Effective Date of the Merger shall be deemed to have resigned effective as of the Effective Date become the officers of the Surviving Company. The directors of the Merged Company and the officers of the Merged Company holding office on the Effective Date shall be deemed to have resigned effective as of the Effective Date. The officers of the Surviving Company holding office on the Effective Date shall be the officers of the Surviving Company after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified.

ARTICLE V
Conversion of Shares in the Merger

The manner of carrying the Merger into effect, and the manner and basis of converting the shares of the Constituent Companies into shares of the Surviving Company are as follows:

5.01. Surviving Company's Limited Liability Company Units. No limited liability company units ("Units") of the Surviving Company issued on or before the Effective Date shall be converted as a result of the Merger, but all such Units shall remain issued Units of the Surviving Company.

5.02. Merged Company's Common Stock. The Merged Company's Common Stock issued and outstanding on or before the Effective Date of the Merger ("Stock") shall be converted into 25 Units of the Surviving Company on the Effective Date in accordance with the

following: 1000 shares of Stock owned by UMG International, Inc. in the Merged Company shall be converted to 25 Units of the Surviving Company.

5.03. Rights to Acquire Merged Company's Common Stock. As of the date hereof, there are no rights to acquire the Merged Company's common stock.

ARTICLE VI Effect of the Merger

At the Effective Date of the Merger, the Surviving Company shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Constituent Companies, and all property, real, personal, and mixed, including patents, trademarks, tradenames, copyrights, intellectual property, websites, and all debts due to either of the Constituent Companies on whatever account, for stock subscriptions as well as for all other things in action or all other rights belonging to either of said Companies; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Company as effectively as they were of the respective Constituent Companies, and the title of any real estate vested by deed or otherwise in either of said Constituent Companies shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Companies shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities, and duties of said Constituent Companies, respectively, shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Surviving Company.

ARTICLE VII Accounting Matters

The assets and liabilities of the Constituent Companies as of the Effective Date of the Merger shall be taken up on the books of the Surviving Company at the amounts at which they were carried at that time on the books of the respective Constituent Companies. The surplus of the Surviving Company after the Merger, including any surplus arising in the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of any Constituent Company may be converted to those procedures and schedules selected by the Surviving Company.

ARTICLE VIII Managers of Surviving Company (LLC)

As of the Effective Date, the names and business addresses of each manager are as follows:

1. Roland L. Breton, as Manager and Chief Executive Officer

4 West Las Olas Boulevard
Suite 201
Fort Lauderdale, FL 33301

2. Dieuveny Jean-Louis, as President
255 NE 69th Street
Miami, FL 33137
3. Peter M. Burgess, Executive Vice President
4 West Las Olas Boulevard
Suite 201
Fort Lauderdale, FL 33301

ARTICLE IX
Filing of Plan of Merger

Upon adoption and approval of the Plan of Merger by the Board of Directors and shareholders of the Merged Company and the Board of Governors and members of the Surviving Company in accordance with Section 607, 608, 617 and/or 620 of the Florida Statutes, Articles of Merger shall be executed and delivered to the Secretary of State of the State of Florida for filing as provided by the Florida Business Corporation Act. The Constituent Companies shall also cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the Merger.

ADD
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