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MERGER OR SHARE EXCHANGE
DIRECT MERCHANTS FUNDING LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of September 11, 2014, by and between DIRECT MERCHANTS FUNDING LLC, a Michigan limited liability company ("DMF MI") and DIRECT MERCHANTS FUNDING LLC, a Florida limited liability company ("DMF FL") in accordance with the Michigan Limited Liability Company Act (the "Michigan Act") and the Florida Limited Liability Company Act (the "Florida Act").

DMF MI and DMF FL agree to and do hereby effect the merger of DMF MI with and into DMF FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT ENTITIES

- a. The name and state of organization of each of the constituent entities involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>State ID Number</u>	<u>Date of Formation</u>
DIRECT MERCHANTS FUNDING LLC	Michigan	D 2450U	10/09/07
DIRECT MERCHANTS FUNDING LLC	Florida	L14000139312	09/06/14

- b. The surviving entity of the Merger (the "Surviving Entity") and its state of organization and state identification number is:

DIRECT MERCHANTS FUNDING LLC	Florida	L14000139312
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2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, DMF MI will cease to exist separately, and will be merged with and into DMF FL in accordance with the provisions of this Agreement and in accordance with the provisions of, and with the effect provided in, the Michigan Act and the Florida Act.
- b. On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of DMF FL prior to the consummation of the Merger.

3. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Bureau of Commercial Services, Michigan Department of Licensing and Regulatory Affairs, pursuant to and in accordance with the Michigan Act, and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date of the Merger (the "*Effective Date*") shall be the date of filing of this Agreement.

4. ARTICLES OF ORGANIZATION

The Articles of Organization of DMF FL shall be the Articles of Organization of the Surviving Entity. There shall be no changes to the Articles of Organization of the Surviving Entity.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of the member of DMF MI and the Manager and the members of DMF FL in accordance with the appropriate provisions of the Michigan Act and the Florida Act. The plan and performance of the terms of this Agreement were duly authorized by all action required by the Michigan Act and the Florida Act and by the constituent documents of each of DMF MI and DMF FL.

The Surviving Entity will be responsible for all fees and franchise taxes.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at DMF FL's principal place of business, the address of which is 6261 NW 6th Way, Suite 103, Ft. Lauderdale, Florida 33309.

7. MERGER PERMITTED UNDER MICHIGAN LAW AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

8. TERMINATION AND AMENDMENT


This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual written consent of the member of DMF MI and the Manager and the members of DMF FL. If this Agreement is terminated, then this Agreement shall become void and have no effect, and no party to this Agreement or any affiliate of any party to this Agreement shall have any liability to any other party to this Agreement or its members or affiliates in respect of this Agreement or the Merger. The member of DMF MI and the Manager and the members of DMF FL may, by mutual written consent, amend this Agreement at any time prior to the Effective Date.

The undersigned have executed this Agreement, Plan and Certificate of Merger as of the date first written above.

DIRECT MERCHANTS FUNDING LLC,
a Michigan limited liability company

By Its Sole Member:

Jacques I. Jannett a/k/a Jack I. Jannett
Revocable Trust Agreement dated
December 1, 2006

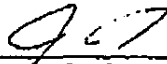
By: 

Jacques I. Jannett a/k/a Jack I.
Jannett, Trustee

DIRECT MERCHANTS FUNDING LLC, a
Florida limited liability company

By Its Manager:

Jacques I. Jannett a/k/a Jack I. Jannett
Revocable Trust Agreement dated
December 1, 2006

By: 

Jacques I. Jannett a/k/a Jack I.
Jannett, Trustee