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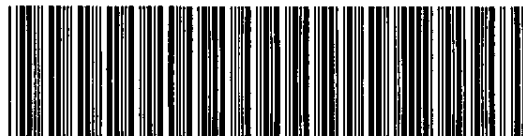
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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Merfer

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HI IMAGE GRAPHICS, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

NORMAN A. ASHWORTH, JR.

Contact Person

HI IMAGE GRAPHICS, LLC

Firm/Company

8950 BANYAN COVE CIRCLE

Address

FORT MYERS, FLORIDA 33919

City, State and Zip Code

SEASHELLS1@COX.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NORMAN ASHWORTH

at ( 239 )

288 5084

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HI IMAGE GRAPHICS LLC	RHODE ISLAND	LIMITED LIABILITY CO
HI IMAGE GRAPHICS LLC	FLORIDA	LIMITED LIABILITY CO

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HI IMAGE GRAPHICS, LLC	FLORIDA	LIMITED LIABILITY CC

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

APPROVED  
AND  
FILED  
15 FEB 18 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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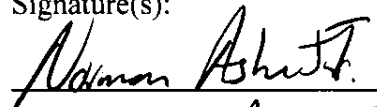
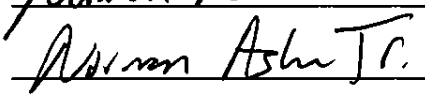
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HI IMAGE GRAPHICS LLC		NORMAN ASHWORTH
HI IMAGE GRAPHICS LLC		NORMAN ASHWORTH
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b><u>Certified Copy (optional):</u></b>	\$30.00

**ARTICLES OF MERGER OF  
HI IMAGE GRAPHICS, LLC,  
A Rhode Island liability company**

**Into**

**HI IMAGE GRAPHICS, LLC,  
a Florida limited liability company**

These Articles of Merger of Hi Image Graphics, LLC, a Rhode Island limited liability company (the 'merged company') into Hi Image Graphics, LLC, a Florida limited liability company (surviving entity).

Pursuant to Section 607.1105, Florida Statutes, the merged company and the 'surviving entity' adopt the following Articles of Merger.

1. The Short Form Agreement and Plan of Merger between Hi Image Graphics, LLC (Rhode Island) and Hi Image Graphics, LLC (Florida) was approved and adopted by the members of Hi Image Graphics, LLC (Rhode Island) on February 6, 2015, and was adopted by the members of Hi Image Graphics, LLC (Florida) on February 6, 2015.

2. Pursuant to the Plan of Merger, all membership interest of Hi Image Graphics, LLC (Rhode Island) will be acquired by means of the merger of the 'merged company' into the 'surviving entity'.

3. The Plan of Merger is hereto as Exhibit "A", and incorporated by reference is fully set forth herein.

4. Pursuant to Section 607.1105 (1)(b), Florida Statutes, the effective date of these Articles of Merger shall be February 6, 2015.

IN WITNESS WHEREOF, the 'merged company' and the 'surviving entity' have hereunto set their hands this 6 day of February, 2015.

**Hi Image Graphics, LLC (Rhode Island)**

By: [Signature]  
Its: Manager Member

[Signature]  
Witness  
Linda Schmeltz  
Printed Name of Witness  
Melanie Werley  
Witness  
Melanie Werley  
Printed Name of Witness

STATE OF FLORIDA  
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 6 day of February, 2015, by Norman Ashworth as Manager Member of Hi Image Graphics, LLC, a Rhode Island limited liability company, who is (☒) personally known to me or who has ( ) produced \_\_\_\_\_ as identification.



Karen M. Zuck  
Signature of Notary Public  
Karen M. Zuck  
Printed Name of Notary

Linda Schmelz  
Witness  
Linda Schmelz  
Printed Name of Witness

Melanie Werley  
Witness  
Melanie Werley  
Printed Name of Witness

Hi Image Graphics, LLC

By: Norman Ashworth  
Its: Manager Member

STATE OF FLORIDA  
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 6 day of February, 2015, by Norman Ashworth, as Manager Member of Hi Image Graphics, LLC, a Florida limited liability company, who is (☒) personally known to me or who has ( ) produced \_\_\_\_\_ as identification.



Karen M. Zuck  
Signature of Notary Public  
Karen M. Zuck  
Printed Name of Notary

## CERTIFICATE OF MERGER

Pursuant to the provisions of Chapters 608 and 620 of the Florida Statutes, Hi Image Graphics, LLC, a Rhode Island limited liability company created under the laws of the State of Rhode Island (the "merging company"), and Hi Image Graphics, LLC, a limited liability company created under the laws of the State of Florida (the "surviving company") adopt the following articles of merger.

### 1. Name of Merging Companies

The names of the limited liability companies that are merging are Hi Image Graphics, LLC, a limited liability company organized under the laws of the State of Rhode Island and Hi Image Graphics, LLC, a limited liability company organized under the laws of the State of Florida.

### 2. Name of Surviving Limited Liability Company

Hi Image Graphics, LLC, will be the surviving limited liability company in this merger.

### 3. Plan of Merger

A copy of the Plan of Merger between the merged LLC and the surviving company is attached to the Certificate as Exhibit "A".

### 4. Member Approval

**4.1 Approval by Members of Merging Company.** In accordance with the terms of the operating agreements of the merging companies, the plan of merger was approved by a vote of all of the members of the merging company at a meeting of the members of the company held on February 2, 2015, and as confirmed by Agreement with an Effective Date of March 31, 2015.

**4.2 Approval by Members of Surviving Company.** The plan of merger was approved by the written consent signed by the members of the company. The effective date of the consent was March 31, 2015.

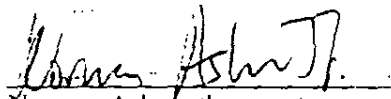
### 5. Effective Date

This merger of the merging company into the surviving company will be effective under the laws of the State of Florida when these articles of merger are filed with the Secretary of State of the State of Florida.

#### MERGING COMPANY:

Hi Image Graphics, LLC  
a limited liability company organized  
under the laws of the State of Rhode Island

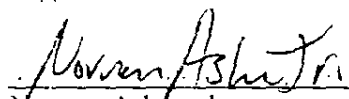
By:

  
Norman Ashworth  
Manager Member

#### SURVIVING COMPANY:

Hi Image Graphics, LLC  
a limited liability company organized  
under the laws of the State of Florida

By:

  
Norman Ashworth  
Manager Member

**PLAN OF MERGER OF**  
**HI IMAGE GRAPHICS, LLC, a Rhode Island limited liability company**  
**INTO**  
**HI IMAGE GRAPHICS, LLC, a Florida limited liability company**

This PLAN OF MERGER dated this 12 day of February, 2015, made by and among Hi Image Graphics, LLC, a Rhode Island limited liability company and Hi Image Graphics, LLC, a Florida limited liability company.

**WITNESSETH**

**WHEREAS**, Hi Image Graphics, LLC (Rhode Island) desires to merge with and into Hi Image Graphics, LLC (Florida) with Hi Image Graphics, LLC (Florida) being the surviving entity (the "Merger") upon the terms, and subject to conditions, as set forth in this Plan of Merger (the "Plan");

**WHEREAS**, the Members of Hi Image Graphics, LLC (Rhode Island) and the Members of Hi Image Graphics, LLC (Florida) have determined that it is advisable that Hi Image Graphics, LLC (Rhode Island) be merged into Hi Image Graphics, LLC (Florida) on the terms and conditions as set forth herein, in accordance with Section 607 and 608, Florida Statutes.

**NOW, WHEREFORE**, in consideration of the premises, the parties hereto agree as follows:

1. **The Merger.**

a) The term "effective date" shall mean March 31, 2015.

b) On the effective date, Hi Image Graphics, LLC (Rhode Island), a Rhode Island limited liability company shall be merged with and into Hi Image Graphics, LLC (Florida), a Florida limited liability company. The separate existence of Hi Image Graphics, LLC (Rhode Island) shall cease at the effective date and the existence of Hi Image Graphics, LLC (Florida) shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

c) The Plan of Merger has been approved by the members of Hi Image Graphics, LLC (Rhode Island) and the members of Hi Image Graphics, LLC (Florida) in accordance with Sections 607 and 608, Florida Statutes.

2. **Effects of the Merger.** At the effective date, Hi Image Graphics, LLC (Florida) shall possess all the rights, privileges, immunities, and franchises, of a public and private nature, of Hi Image Graphics, LLC (Rhode Island) and shall be responsible and liable for all liabilities and obligations of said company, as more particularly set forth in Section 607 and 608, Florida Statutes.



3. **Terms of the Transaction.** There are no minority or dissenting members of Hi Image Graphics, LLC (Rhode Island) nor of the members of Hi Image Graphics, LLC (Florida). As such, there will be no conversion of shares. The owners of membership rights of Hi Image Graphics, LLC (Florida) shall retain such membership rights. No new membership shares of Hi Image Graphics, LLC (Florida) shall be issued.

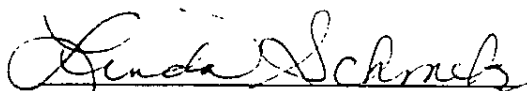
4. **Assignment.** If at any time Hi Image Graphics, LLC (Florida) shall consider it advisable that any further assignment or assurances are necessary or desirable to vest, effect, confirm, or record in Hi Image Graphics, LLC (Florida) the title of any property or rights of Hi Image Graphics, LLC (Rhode Island), or to otherwise carry out the provisions hereof, the proper officers and directors of the respective companies, as of the effective date, shall execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Hi Image Graphics, LLC (Florida).

5. **Expenses.** Hi Image Graphics, LLC (Florida) shall pay all expenses of accomplishing the merger.

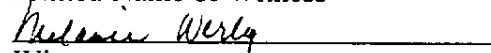
6. **Amendment.** Anytime before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the members of Hi Image Graphics, LLC (Florida) may amend this plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.

7. **Termination.** If for any reason consummation of the Merger is inadvisable in the opinion of the members of Hi Image Graphics, LLC (Florida), this Merger may be terminated at any time before the effective date by resolution of the members of said company. Upon termination is provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part either party hereto, or their members, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 6 day of February, 2015.

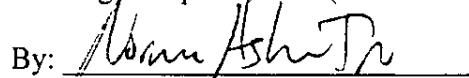
  
Witness  
Linda Schmelz

Printed Name of Witness

  
Witness

Melanie Werley  
Printed Name of Witness

Hi Image Graphics, LLC (Rhode Island)

By:   
Norman Ashworth  
Its: Managing Member

Linda Schmelz

Witness

Linda Schmelz

Printed Name of Witness

Melanie Werley

Witness

Melanie Werley

Printed Name of Witness

Hi Image Graphics, LLC (Florida)

By:

Norm Ashworth

Norman Ashworth

Its: Managing Member