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**MERGER OR SHARE EXCHANGE
KMC CONSULTING AND LICENSING, LLC**

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Merger*

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**ARTICLES OF MERGER
OF
KMC CONSULTING AND LICENSING, LLC,
a New York limited liability company
WITH AND INTO
KMC CONSULTING AND LICENSING, LLC,
a Florida limited liability company**

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These Articles of Merger are submitted in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act"), with respect to the merger of **KMC Consulting and Licensing, LLC**, a New York limited liability company ("**KMC New York**"), with and into **KMC Consulting and Licensing, LLC**, a Florida limited liability company ("**KMC Florida**"). **KMC Florida** is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of these Articles of Merger is hereinafter referred to as the "Merger".

1. **KMC New York** was first organized under the laws of the State of New York on November 28, 2012.

2. **KMC Florida** was first organized under the laws of the State of Florida on April 1, 2015.

3. The Plan of Merger was approved by a Written Consent to Actions of the sole member of **KMC New York**, dated as of the 7th day of April, 2015, in accordance with the applicable provisions of the New York Limited Liability Company Law.

4. The Plan of Merger was approved by a Written Consent to Actions of a sole member of **KMC Florida**, dated as of the 7th day of April, 2015, in accordance with the applicable provisions of the Act.

5. The Surviving Entity exists before the merger and is a domestic filing entity.

6. The Surviving Entity agrees to pay any members with appraisal rights the amount, to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

7. The effective date of the Merger is the date of the filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned parties to the Merger have caused these Articles of Merger to be signed by their respective duly authorized representatives as of the 7th day of April, 2015.

KMC CONSULTING AND LICENSING, LLC,
a New York limited liability company

By: 

Vincent J. Carbone, Member

KMC CONSULTING AND LICENSING, LLC,
a Florida limited liability company

By: 

Vincent J. Carbone, Member