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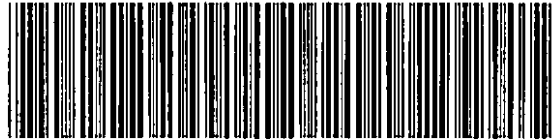
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Prime Acquisition Group, 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:

Michael Karsch

Contact Person

Rice Pugatch Robinson Storfer & Cohen

Firm/Company

101 NE Third Avenue, Suite 1800

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

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

For further information concerning this matter, please call:

Michael Karsch at (561) 338-7090

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
OF
PAG CONSULTING, LLC (a Florida limited liability company)
WITH AND INTO
PRIME ACQUISITION GROUP, LLC (a Delaware limited liability company)**

19 DEC 26 PM 1:44

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company 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>
PAG Consulting, LLC	Florida	Limited Liability Company
Prime Acquisition Group, LLC	Delaware	Limited Liability Company

SECOND, 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>
Prime Acquisition Group, LLC	Delaware	Limited Liability Company

THIRD: The merger was approved by PAG Consulting, LLC in accordance with ss.605.1021-605.1026; by Prime Acquisition Group, LLC in accordance with the laws of the State of Delaware; 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).

FOURTH: The surviving entity exists before the merger and is qualified as a foreign limited liability company to transact business in the State of Florida.

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: The effective date of the merger shall be December 31, 2019.

IN WITNESS WHEREOF, these Articles of Merger have been executed by PAG Consulting, LLC as the merging entity, and by Prime Acquisition Group, LLC, as the surviving entity, this 20th day of December, 2019.

PRIME ACQUISITION GROUP, LLC

By: Vincent C. Manopoli
Name: Vincent C. Manopoli
Title: Managing Member

PAG CONSULTING, LLC

By PRIME NOFOS, LLC

By: Vincent C. Manopoli
Name: Vincent C. Manopoli
Title: Manager