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**MERGER OR SHARE EXCHANGE
NEWSCYCLE SOLUTIONS, INC.**

Certificate of Status	0
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**ARTICLES OF MERGER OF
NEWSCYCLE SOLUTIONS FLORIDA, INC.
WITH AND INTO
NEWSCYCLE SOLUTIONS, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned executed the following Articles of Merger:

1. The name of the surviving corporation is Newscycle Solutions, Inc., a Delaware corporation (the "Survivor").
2. The name of the corporation being merged into the Survivor is Newscycle Solutions Florida, Inc., a Florida corporation.
3. The Plan of Merger has been authorized, approved, adopted, certified, executed and acknowledged by the board and shareholders of Newscycle Solutions Florida, Inc. and the board of Newscycle Solutions, Inc. on December 1, 2015, in accordance with the Florida Business Corporation Act and the Delaware General Corporation Law.
4. The name of the Survivor is Newscycle Solutions, Inc.
5. The merger is to become effective at 11:59 pm EST on December 31, 2015.
6. The Plan of Merger is attached hereto as Exhibit A and made a part hereof.
7. The Certificate of Incorporation of the Survivor shall be its Certificate of Incorporation.
8. The principal office of the Survivor is 900 International Drive, Suite 800, Bloomington, MN 55425.
9. The Survivor appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger, and agrees to promptly pay to the dissenting shareholders of Newscycle Solutions Florida, Inc. the amount, if any, to which they are entitled under the Florida Business Corporation Act.

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JANET L. STAFF

IN WITNESS WHEREOF, the undersigned constituent corporations have caused this certificate to be signed by an authorized person of each corporation, this 3rd day of December, 2015.

NEWSCYCLE SOLUTIONS, INC.

By: [Signature]

Name: Lynn Danko

Title: CFO

NEWSCYCLE SOLUTIONS FLORIDA, INC.

By: [Signature]

Name: Lynn Danko

Title: CFO

12/16/2015 2:53:34 PM From: To: 8506176380(4/5)

Exhibit A

Plan of Merger

PLAN OF MERGER

Pursuant to the Florida Business Corporation Act and the Delaware General Corporation Law, Newscycle Solutions Florida, Inc., a Florida corporation, hereby agrees to merge with and into Newscycle Solutions, Inc., a Delaware corporation, pursuant to the following terms:

1. The name of each corporation that is a party to the merger is as follows:
 - a. Newscycle Solutions Florida, Inc., a Florida corporation (the "**Merged Corporation**").
 - b. Newscycle Solutions, Inc., a Delaware corporation (the "**Surviving Corporation**").
2. The name of the Surviving Corporation into which the Merged Corporation will merge is Newscycle Solutions, Inc., a Delaware corporation.
3. The merger shall become effective at 11:59 pm EST on December 31, 2015 (the "**Effective Time**"), at which time the Merged Corporation shall be merged with and into the Surviving Corporation, and the separate existence of the Merged Corporation shall thereupon cease.
4. The merger is intended to constitute a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.
5. Upon the Effective Time of the merger, all outstanding shares of the Merged Corporation shall be cancelled, and no shares of such corporation shall be issued in lieu thereof.
6. The Certificate of Incorporation and Bylaws of the Surviving Corporation shall not change as a result of the merger.