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**MERGER OR SHARE EXCHANGE
EBSCO SIGN GROUP, LLC**

Certificate of Status	0
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**ARTICLES OF MERGER
OF
J.M. STEWART CORPORATION
INTO
EBSCO SIGN GROUP, LLC**

December 31, 2013

In accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), EBSCO Sign Group, LLC, an Alabama limited liability company, does hereby deliver these Articles of Merger for the purpose of merging J.M. Stewart Corporation, a Florida corporation, with and into EBSCO Sign Group, LLC (the "Merger"), with EBSCO Sign Group, LLC being the surviving entity in the Merger.

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Plan was adopted by Unanimous Written Consent of the Board of Directors of J.M. Stewart Corporation on December 31, 2013.
3. The Plan was approved by Action by Written Consent of the Sole Shareholder of J.M. Stewart Corporation on December 31, 2013.
4. The Plan was approved by EBSCO Sign Group, LLC in accordance with the Alabama Business and Nonprofit Entities Code.
5. The Merger shall become effective at 11:59 p.m., Eastern Time, on December 31, 2013.
6. The surviving entity is EBSCO Sign Group, LLC, an Alabama limited liability company, with its principal office located at 1400 8th Street North, Clanton, Alabama 35045.
7. The surviving entity is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of J.M. Stewart Corporation.
8. The surviving entity has agreed to promptly pay to the dissenting shareholders J.M. Stewart Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Act.

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Dated as of the date first above written.

EBSCO SIGN GROUP, LLC

By: 

Name: J. David Walker

Its: Vice President and Treasurer

Prepared By:

K. Brooke Bates

Bradley Arant Boult Cummings LLP

1819 Fifth Avenue North

Birmingham, AL 35203

12/31/2013 14:42:32 From: To: 8506176380

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Exhibit A

Agreement and Plan of Merger

(See attached.)

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EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER
OF
J.M. STEWART CORPORATION,
A FLORIDA CORPORATION,
INTO
EBSCO SIGN GROUP, LLC,
AN ALABAMA LIMITED LIABILITY COMPANY

December 31, 2013

Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 10a-1-8.02 of the Alabama Business and Nonprofit Entities Code, J.M. Stewart Corporation, a Florida Corporation, and EBSCO Sign Group, LLC, an Alabama limited liability company, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

1. The names of the entities that are parties to the merger are J.M. Stewart Corporation, a Florida corporation ("J.M. Stewart"), and EBSCO Sign Group, LLC, an Alabama limited liability company ("ESG"). Pursuant to this Agreement and Plan of Merger, J.M. Stewart shall be merged into ESG, with ESG being the surviving entity (the "Merger").
2. The name of the surviving entity is EBSCO Sign Group, LLC.
3. ESG is and will be a limited liability company organized and existing under the laws of the State of Alabama. Immediately prior to the Merger, EBSCO Industries, Inc. owns one hundred percent (100%) of the outstanding shares of stock of J.M. Stewart.
4. The Merger shall become effective at 11:59 p.m., Eastern Time, on Dec 31, 2013 (the "Effective Time").
5. At the Effective Time of the Merger, the following shall occur:
 - (a) ESG. By virtue of the Merger and without any action on the part of the holders thereof, the membership units of ESG then issued and outstanding will not be converted or altered in any manner and will remain outstanding as membership units of ESG. Without limiting the foregoing, the sole member of ESG immediately before the Effective Time will have the same number of membership units in ESG immediately thereafter.
 - (b) J.M. Stewart. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of J.M. Stewart held at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of membership units in ESG or otherwise) shall be paid therefor.

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6. The street address of ESG's principal place of business is and will be 1400 8th Street North, Clanton, Alabama 35045.
7. ESG is managed by EBSCO Industries, Inc., and the address of the manager is 5724 Highway 280 East, Birmingham, AL 35242.
8. This Agreement and Plan of Merger shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement and Plan of Merger, including the other documents referred to herein, contains the entire understanding of the parties with respect to the subject matter hereof.

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

J.M. STEWART CORPORATION, a Florida corporation

By: 
Name: J. David Walker
Its: Vice President and Treasurer

EBSCO SIGN GROUP, LLC, an Alabama limited liability company

By: 
Name: J. David Walker
Its: Vice President and Treasurer