

Florida Department of State  
Division of Corporations  
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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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**MERGER OR SHARE EXCHANGE**  
**New PMG, Inc.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>NC SOS ID Number</u>
New PMG, Inc.	North Carolina	1695414

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Phillips Management Group, Inc. of Florida	Florida	P03000158012

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing of these Articles of Merger.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on April 26, 2018.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on April 26, 2018.

PHILLIPS MANAGEMENT GROUP, INC. OF  
FLORIDA, a Florida corporation

By: Kim B. Cooper  
Kim B. Cooper, President

Date: April 30, 2018

NEW PMG, INC., a North Carolina corporation

By: Kim B. Cooper  
Kim B. Cooper, President

Date: April 30, 2018

### PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101 of the Florida Statutes, and in accordance with Section 55-11-01 of the North Carolina General Statutes.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>NC SOS ID Number</u>
New PMG, Inc.	North Carolina	1695414

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Phillips Management Group, Inc. of Florida	Florida	P03000158012

Third: The terms and conditions of the merger are as follows:

The merger of the merging corporation into the surviving corporation will become effective upon filing of Articles of Merger with the North Carolina Secretary of State (the "Effective Time"). At the effective time, Phillips Management Group, Inc. of Florida (a Florida corporation) shall cease to exist, and New PMG, Inc. (a North Carolina corporation) shall continue to exist.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of stock in the merging corporation shall be exchanged for one (1) share of common capital stock, having no par value, in the surviving corporation.

Fifth: Upon the Effective Time, the Articles of Incorporation of the surviving corporation shall be amended to change the name of the surviving corporation to "Phillips Management Group, Inc." Specifically, Article I of the Articles of Incorporation of the surviving corporation shall be deleted and replaced with the following:

### ARTICLE I NAME

The name of the corporation is Phillips Management Group, Inc.