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**MERGER OR SHARE EXCHANGE**  
**Embassy Loans Inc.**

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**ARTICLES OF MERGER  
For Profit Corporation**

JANUARY 1, 2019  
TALLAHASSEE, FLORIDA

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

**Surviving Corporation**

1. The name of the Surviving Corporation is Embassy Loans Inc. (the "Surviving Corporation"), a Florida Corporation (Document #P05000163807).

**Merging Corporation**

2. The name of the Merging Corporation is Access Financial Services NA Corp., (the "Merging Corporation"), a Florida Corporation (Document #P18000072420).

**Plan of Merger**

3. The Plan of Merger is attached.

**Effective Time**

4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Adoption of Merger by Surviving Corporation**

5. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 15, 2018.

**Adoption of Merger by Merging Corporation**

6. The Plan of Merger was adopted by the shareholders of the Merging Corporation on October 15, 2018.



**Signatures for Each Corporation**

7. The Signatures of each Corporation are set forth below:

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Name of Corporation	Signature of Officer or Director	Printed Name & Title
Embassy Loans Inc.		Steven Walin Chief Executive Officer
Access Financial Services NA Corp.		Marcus James President

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**PLAN OF MERGER**  
**Non-Subsidiaries**

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**Surviving Corporation**

1. The name of the Surviving Corporation is Embassy Loans Inc. (the "Surviving Corporation"), a Florida Corporation (Document #P05000163807).

**Merging Corporation**

2. The name of the Merging Corporation is Access Financial Services NA Corp., (the "Merging Corporation"), a Florida Corporation (Document #P18000072420).

**Terms & Conditions of Merger**

3. The Terms & Conditions of the Merger are as follows:

Upon the terms and subject to the conditions hereof, and in accordance with the provisions of the Florida Business Corporation Act (the "FCBA"), the Merging Corporation shall be merged with and into the Surviving Corporation as soon as practicable. Following the Merger, the Surviving Corporation shall continue under its current name and shall continue its existence under the laws of the State of Florida and the separate existence of the Merging Corporation shall thereupon cease. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, by virtue of the Merger and without further act or deed, all properties, rights, privileges, powers and franchises of the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, obligations and duties of the Surviving Corporation and the Merging Corporation shall become the debts, liabilities, obligations and duties of the Surviving Corporation.

**Conversion of Shares**

4. 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

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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:

At the Effective Time, each share of the Surviving Corporation's common stock, \$.001 par value (the "Embassy Loans Shares"), issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into the right to receive the Merger Consideration. All Embassy Loans Shares by virtue of the Merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall be canceled and retired and shall cease to exist. The holders of certificates representing Embassy Loans Shares shall thereafter cease to have any rights with respect to such Embassy Loans Shares, except the right to receive the Merger Consideration upon the surrender of such certificates.

Each Embassy Loans Share issued and held in the Surviving Corporation's treasury shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

Each share of the Merging Corporation's common stock, par value \$.001 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and non-assessable share of the Surviving Corporation's common stock, par value \$.001 per share.

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