

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PARKWOOD CONSULTING, INC.

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EXAMINER

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ARTICLES OF MERGER

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

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PARKWOOD CONSULTING, INC.	Florida	P09000058464

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PARKWOOD CONSULTING, INC.	Minnesota	10B-118

THIRD: The Plan of Merger is attached.

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

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on the 29 day of JUNE, 2009.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on the 29 day of JUNE, 2009.

PARKWOOD CONSULTING, INC.,
a Florida corporation

PARKWOOD CONSULTING, INC., a
Minnesota corporation

By: Robert H. Hartung
Robert H. Hartung, President

By: Robert H. Hartung
Robert H. Hartung, President

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PLAN OF MERGER

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, as part of a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(F) to effect the mere change of the state of organization of the merging corporation to Florida.

FIRST: The name and jurisdiction of the surviving corporation is: Parkwood Consulting, Inc., a Florida corporation.

SECOND: The name and jurisdiction of each merging corporation is: Parkwood Consulting, Inc., a Minnesota corporation.

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

1. **Merger.** In accordance with the provisions of the Minnesota Business Corporation Act and the Florida Business Corporation Act, Parkwood Consulting, Inc. ("Parkwood"), shall merge with and into Parkwood Consulting, Inc. (the "Corporation") (the "Merger"), the separate existence of Parkwood shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. **Surviving Shareholders.** The Shareholders of the Surviving Entity as of the Effective Date shall remain the Shareholders of the Surviving Entity following the Effective Date.

5. **Surviving Officers.** The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the shares of the merging party into shares of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Immediately prior to the Effective Date, one hundred percent (100%) of the issued and outstanding shares of common stock of the merging party are owned by the same shareholder who owns one hundred

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percent (100%) of the issued and outstanding shares of common stock of the Surviving Entity. Upon the Effective Date, each share of common stock of the merging party then outstanding shall be cancelled. Each share of common stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a share of common stock of the Surviving Entity following the Merger.

B. The manner and basis of converting rights to acquire the interest, shares, obligations or other securities of the merging party into rights to acquire the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of the merging party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the 29 day of June, 2009.

PARKWOOD CONSULTING, INC.,
a Florida corporation

PARKWOOD CONSULTING, INC., a
Minnesota corporation

By: Robert H. Hartung
Robert H. Hartung, President

By: Robert H. Hartung
Robert H. Hartung, President