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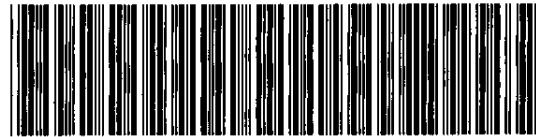
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FEB 15 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 095660 5017789

AUTHORIZATION

COST LIMIT \$ 602.00

ORDER DATE : February 14, 2012

ORDER TIME : 2:01 PM

ORDER NO. : 095660-010

CUSTOMER NO: 5017789

ARTICLES OF MERGER

Q-SHIELD TECHNOLOGY, L.L.C.

INTO

CHINA LICENSE CO., INC.

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CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
FOR
Q-SHIELD TECHNOLOGY, L.L.C.
(A New Jersey Limited Liability Company)
INTO
CHINA LICENSE CO., INC.
(A Florida Corporation)**

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TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit Corporation and New Jersey Limited Liability Company:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Q-Shield Technology, L.L.C.	New Jersey	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

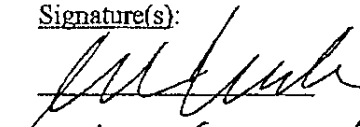
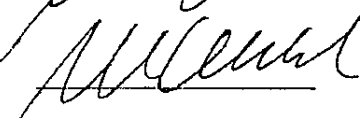
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
China License Co., Inc.	Florida	Corporation

THIRD: The attached plan and agreement of merger was approved by the domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FOURTH: The attached plan and agreement of merger was approved by the foreign limited liability company that is a party to the merger in accordance with the applicable laws of the State of New Jersey.

FIFTH: The effective date of the merger is the date of filing of these Articles of Merger.

SIXTH: Signature(s) for each Party:

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Name of Individual:</u>
Q-Shield Technology, L.L.C.		William Weksel Manager
China License Co., Inc.		William Weksel CEO

PLAN AND AGREEMENT OF MERGER
OF
Q-SHIELD TECHNOLOGY, L.L.C.
(A New Jersey Limited Liability Company)
INTO
CHINA LICENSE CO., INC.
(A Florida Corporation)

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THIS PLAN AND AGREEMENT OF MERGER is made on the date set forth below between Q-Shield Technology, L.L.C., a New Jersey limited liability company, and China License Co., Inc., a Florida corporation.

WHEREAS, the parties desire to merge Q-Shield Technology, L.L.C., a New Jersey limited liability company, into China License Co., Inc., a Florida corporation, with China License Co., Inc., a Florida corporation, being the surviving corporation, and Q-Shield Technology, L.L.C., a New Jersey limited liability company, ceasing to exist.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties agree as follows:

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Q-Shield Technology, L.L.C.	New Jersey	Limited Liability Company

2. The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
China License Co., Inc.	Florida	Corporation

3. The terms and conditions of the merger are as follows:

Upon the concurrent filing of the Articles of Merger in Florida and the Certificate of Merger in New Jersey, Q-Shield Technology, L.L.C. shall be merged into China License Co., Inc. The separate existence of Q-Shield Technology, L.L.C. shall cease. China License Co., Inc. shall be the surviving corporation and shall continue under the laws of the State of Florida.

4. The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or others securities of the surviving party, in whole or in part, into cash or other property is as follows:

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a. Prior to the effective date, Q-Shield Technologies, Inc. shall have contributed three hundred eighty-five thousand one hundred fifty-one (385,152) shares of its common stock to China License Co., Inc., its wholly-owned subsidiary corporation, in exchange for one hundred shares (100) of China License Co., Inc.

b. Upon the effective date of the merger, the one hundred (100) units or shares of Q-Shield Technology, L.L.C. (being 100% of the LLC membership interests) immediately prior to the effective date shall be converted into and exchanged for three hundred eighty-five thousand one hundred fifty-one (385,152) shares of common stock of Q-Shield Technologies, Inc., the parent company and sole shareholder of China License Co., Inc. In essence, each unit or share of Q-Shield Technology, L.L.C. (being 1% of the LLC membership interests) shall be converted into and exchanged for three thousand eight hundred fifty-one and 52/100 (3,851.52) shares of common stock of Q-Shield Technologies, Inc., the parent company and sole shareholder of China License Co., Inc. The actual conversion and exchange for each member of Q-Shield Technology, L.L.C. is set forth in attached Schedule A.

c. Each share of common stock of China License Co., Inc., and each share of common stock and each share of preferred stock of Q-Shield Technologies, Inc., its parent company and sole shareholder, outstanding immediately prior to the effective date shall remain unchanged.

d. The officers of China License Co., Inc., the surviving corporation, shall issue stock certificates of Q-Shield Technologies, Inc., the parent company, to the members to reflect the applicable shares of common stock.

e. The units or shares (i.e., membership interests) of Q-Shield Technology, L.L.C., the merging limited liability company, shall by operation of law be cancelled on the effective date of the merger.

f. Q-Shield Technology, L.L.C., the merging limited liability company, shall be dissolved by operation of law on the effective date of the merger.

g. China License Co., Inc., the surviving corporation, shall become the owner, by operation of law, without other transfer, of all the rights and property of Q-Shield Technology, L.L.C., the merging limited liability company, and shall assume and become subject to all the debts and liabilities of Q-Shield Technology, L.L.C., the merging limited liability company, in the same manner as if the surviving corporation had itself incurred them.

h. The articles of incorporation, the bylaws, and the directors and officers of China License Co., Inc., the surviving corporation, shall not be changed, but shall remain the same and continue, as a result of the merger.

5. This Plan and Agreement of Merger shall be submitted to the members of Q-Shield Technology, L.L.C., and to the sole stockholder of China License Co., Inc., for approval in the manner provided by the applicable laws of the State of Florida and the State of New Jersey.

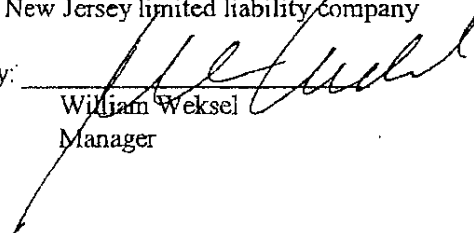
6. The merger shall be effective on the later of the dates of filing of the Articles of Merger in Florida and the Certificate of Merger in New Jersey (the "effective date").

IN WITNESS WHEREOF, Q-Shield Technology, L.L.C. and China License Co., Inc. have caused this Plan and Agreement of Merger to be signed by their authorized officers, on this 21 day of DEC., 2011.

CHINA LICENSE CO., INC.
A Florida corporation

By: 
William Weksel
CEO

Q-SHIELD TECHNOLOGY, L.L.C.
A New Jersey limited liability company

By: 
William Weksel
Manager

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SCHEDULE A

Member:	Q-Shield Technology, L.L.C. Membership Interest Percentage:	Q-Shield Technologies, Inc. Shares of Common Stock to be Received:
BRP, LLC	5.33%	20,542
MJB	5.33%	20,542
MJB, Esq.	.80%	3,081
SDeG	2.71%	10,442
BE	.53%	2,054
AG	1.33%	5,135
IG	.67%	2,568
RSH	1.33%	5,135
Dr. RJ	2.67%	10,271
GK	.27%	1,027
CK	.80%	3,081
JK	16.00%	61,624
MRS, Inc.	1.33%	5,135
BM, Esq.	2.67%	10,271
JM	.27%	1,027
HN	2.67%	10,271
SP	1.33%	5,135
RC IRA	2.67%	10,271
PWR	.27%	1,027
FS	.27%	1,027
Dr. JFS	1.33%	5,135
LS	5.33%	20,542
TPW	2.67%	10,271
MW	15.38%	59,228
WW	23.38%	90,040
Dr. NY	1.33%	5,135
Dr. SY	<u>1.33%</u>	<u>5,135</u>
TOTALS	100.00%	385,152

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