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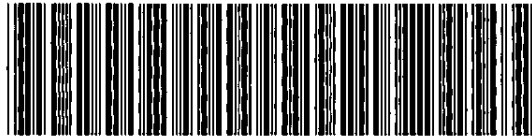
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

INNERSANCTUM HOLDINGS, INC.

Signature _____

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9-6-12

AM

Name _____

Date _____

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____ LTD Partnership File _____
____ Foreign Corp. File _____
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ARTICLES OF MERGER OF

INNERSANCTUM, INC.,
an Oregon Corporation

WITH AND INTO

INNERSANCTUM HOLDINGS, INC.,
a Florida Corporation

12 SEP -6 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1105 of the Florida Business Corporation Act (the "FBCA") and for the purpose of effecting the merger (the "Merger") of Innersanctum, Inc, an Oregon corporation (the "Oregon Corporation") with and into Innersanctum Holdings, Inc., a Florida corporation (the "Florida Corporation"), the Oregon Corporation and the Florida Corporation have adopted these Articles of Merger (the "Articles of Merger").

1. **Parties to the Merger.** The names of the parties to the Merger are Innersanctum, Inc, an Oregon corporation (as the non-surviving corporation to the Merger) and Innersanctum Holdings, Inc., a Florida corporation (as the surviving corporation to the Merger).

2. **The Plan of Merger.** The Agreement and Plan of Merger between the Oregon Corporation and the Florida Corporation dated August 27, 2012 (the "Agreement"), is attached hereto as Exhibit A and is incorporated in these Articles of Merger by this reference. A copy of the Agreement is on file at the offices of the Florida Corporation located at 2205 SW 57th Avenue, West Park, Florida 33023 and will be furnished by the Florida Corporation on request and without cost to any shareholder of the Florida Corporation or to any shareholder of the Oregon Corporation.

3. **Approval By the Florida Corporation.** The Agreement, which provides for the Merger of the Oregon Corporation with and into the Florida Corporation, was adopted and approved by:

(a) all of the directors of the Florida Corporation pursuant to a unanimous written consent of the directors of the Florida Corporation dated August 27, 2012; and

(b) the sole shareholder of the Florida Corporation, pursuant to a written consent of the shareholders of the Florida Corporation dated August 28, 2012 .

4. **Approval By the Oregon Corporation.** The Agreement, which provides for the Merger of the Oregon Corporation with and into the Florida Corporation, was adopted and approved by:

(a) all of the directors of the Oregon Corporation pursuant to a unanimous written consent of the directors of the Florida Corporation dated August 27, 2012; and

(b) all of the shareholders of the Oregon Corporation owning 100% of the issued and outstanding common stock of the Oregon Corporation, pursuant to a written consent of the shareholders of the Oregon Corporation dated August 28, 2012 .

5. **Effective Time.** The Merger shall become effective (the "Effective Time") on 5:00 p.m. Eastern Standard Time on the date on which the last of the following occurs:

(a) these Articles of Merger are filed in the office of the Secretary of State of the State of Florida; and

(b) the appropriate articles of merger, as required by the applicable provisions of Chapter 60 of the Oregon Revised Statutes, are filed in the office of the Secretary of State of the State of Oregon (the "Oregon Articles of Merger").

6. Dissenters Rights. The Florida Corporation, as the Surviving Corporation in the Merger, has agreed to promptly pay to dissenting shareholders, if any, the amount, if any, to which they are entitled under applicable Florida law and/or Oregon Law.

7. Authorization of the Oregon Corporation as a Foreign Corporation. The participation in the Merger by the Oregon Corporation as a foreign corporation was duly authorized as required by the organic law of the Oregon Corporation.

8. Service of Process. On and after the Effective Time, the Florida Corporation agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of the Florida Corporation and/or the Oregon Corporation arising from the Merger.

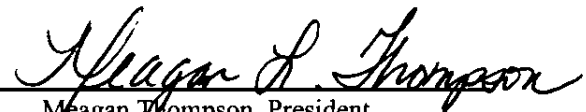
9. Designation of Florida Secretary of State as Agent for Service of Process. On and after the Effective Time, the Florida Corporation irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders of the Florida Corporation and/or the Oregon Corporation arising from the Merger. The Secretary of State of the State of Florida is requested to mail a copy of any such process to the Florida Corporation to the following address: E.H.G. Resident Agents, Inc., c/o Innersanctum Holdings, Inc., 1141 South Rogers Circle, Suite 12, Boca Raton, Florida 33487.

(Signatures Appear Next Page)

IN WITNESS WHEREOF, the parties have executed these Articles this 29th day of August, 2012.

THE FLORIDA CORPORATION:

Innersanctum Holdings, Inc., a Florida corporation

By: 
Megan Thompson, President

THE OREGON CORPORATION:

Innersanctum, Inc., an Oregon corporation

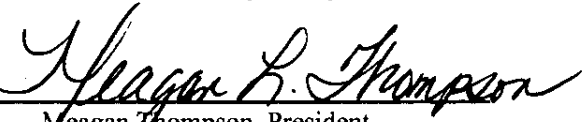
By: 
Megan Thompson, President

Exhibit A
Agreement of Merger

See attached.

**AGREEMENT AND PLAN OF MERGER OF
INNERSANCTUM, INC., an Oregon Corporation
with and into**

INNERSANCTUM HOLDINGS, INC., a Florida Corporation

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of this 27th day of August, 2012 by and between INNERSANCTUM, INC., an Oregon Corporation (the "Oregon Corporation") and INNERSANCTUM HOLDINGS, INC., a Florida Corporation (the "Florida Corporation").

WHEREAS, the Oregon Corporation has an aggregate authorized capital of Ten Thousand (10,000) shares, consisting of 10,000 shares of common stock (the "Oregon Common Stock"), and no shares of Preferred Stock (the "Oregon Preferred Stock"). On August 27, 2012, there were Ten Thousand (10,000) shares of Oregon Common Stock and no shares of Oregon Preferred Stock issued and outstanding;

WHEREAS, the Florida Corporation has an aggregate authorized capital of One Hundred Thousand (100,000) shares, consisting of 100,000 shares of common stock (the "Florida Common Stock"), and no shares of Preferred Stock (the "Florida Preferred Stock"). On August 27, 2012, there were Ten Thousand (10,000) shares of Florida Common Stock and no shares of Florida Preferred Stock issued and outstanding; and

WHEREAS, the respective Boards of Directors of the Oregon Corporation and the Florida Corporation believe that the best interests of the Oregon Corporation and the Florida Corporation and their respective shareholders to consummate the merger of the Oregon Corporation with and into the Florida Corporation pursuant to the provisions of this Agreement, the Florida Business Corporation Act (the "Florida Act") and Chapter 60 of the Oregon Revised Statutes (the "Oregon Act");

WHEREAS, the respective Board of Directors of the Oregon Corporation and the Florida Corporation have approved the terms and conditions of this Agreement; and

WHEREAS, this Agreement remains subject to the approval of the shareholders of the Oregon Corporation and the Florida Corporation.

NOW, THEREFORE, on the terms and conditions herein provided, the Oregon Corporation and the Florida Corporation (collectively, the "Constituent Corporations") to hereby agree as follows:

1. **Merger.** At the Effective Time (as defined in this Agreement), and in accordance with the applicable provisions of the Florida Act and the applicable provisions of the Oregon Act, the Oregon Corporation shall merge with and into the Florida Corporation (the "Merger").
2. **Effective Time.** The "Effective Time" of the Merger shall be, and such term as used in this Agreement shall mean 5:00 p.m. Eastern Standard Time on the date on which the last of the following occurs:
 - (a) the articles of merger, in substantially the form attached hereto as Exhibit A, are filed in the office of the Secretary of State of the State of Florida (the "Florida Articles of Merger"); and
 - (b) the articles of merger, in substantially the form attached hereto as Exhibit B, are filed in the office of the Secretary of State of the State of Oregon (the "Oregon Articles of Merger").
3. **Surviving Corporation.** The Florida Corporation the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. At the Effective Time, the separate corporate existence of the Oregon Corporation shall cease.
4. **Name of Surviving Corporation.** At the Effective Time, the name of Florida Corporation shall remain unchanged.

5. **Articles of Incorporation.** The Articles of Incorporation of the Florida Corporation as it exists at the Effective Time shall be the Articles of Incorporation of Florida Corporation immediately following the Effective Time, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

6. **Bylaws.** The Bylaws of the Florida Corporation (the "Bylaws") as they exist at the Effective Time shall be the Bylaws of the Florida Corporation immediately following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

7. **Board of Directors and Officers.** The members of the Board of Directors and officers of the Florida Corporation immediately prior to the Effective Time shall be members of the Board of Directors and the officers of the Florida Corporation following the Effective Time, and such persons shall serve in such positions for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. **Outstanding Florida Common Stock of the Florida Corporation.** At the Effective Time, each issued and outstanding share of the Florida Common Stock and all rights in respect thereof shall be and remain unchanged.

9. **Conversion of Outstanding Oregon Common Stock of the Oregon Corporation.** At the Effective Time, each one (1) issued and outstanding share of the Oregon Common Stock and all rights in respect thereof shall be converted into one (1) fully-paid and nonassessable share of the Florida Common Stock, and each certificate representing shares of Oregon Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of Florida Common Stock as are set forth in such certificate. After the Effective Time, each holder of an outstanding certificate representing shares of Oregon Common Stock may, at such shareholder's option, surrender the same to the Florida Corporation for cancellation, and each such shareholder shall be entitled to receive in exchange therefore a certificate(s) evidencing the ownership of the same number of shares of Florida Common Stock as are represented by the certificate(s) so surrendered to the Florida Corporation.

10. **Stock Options and Warrants.** On the Effective Date, each stock option, stock warrant, and other right to subscribe for or purchase shares of Oregon Common Stock, if any, shall be converted into a stock option, stock warrant, or other right to subscribe for or purchase the same number of shares of Florida Common Stock, and each certificate, agreement, note or other document representing such stock option, stock warrant, or other right to subscribe for or purchase shares of Oregon Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, or other right to subscribe for or purchase shares of Florida Common Stock.

11. **Rights and Liabilities of the Constituent Corporations.** On and after the Effective Time, and all in the manner of and as more fully set forth in the Florida Act and the Oregon Act:

(a) the title to all real estate and other property, or any interest therein, owned by each of the Constituent Corporations shall be vested in Florida Corporation without reversion or impairment;

(b) the Florida Corporation shall, without further act, deed or other transfer, succeed to and possess all estates, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporation without reversion or impairment;

(c) the Florida Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations;

(d) any claim existing or action or proceeding pending by or against the Constituent Corporations may be continued as if the Merger did not occur or the Florida Corporation may be substituted for the Oregon Corporation in any such proceeding;

(e) neither the rights of creditors nor any liens upon the property of either of the the Constituent Corporations shall be impaired by the Merger; and

(f) the Florida Corporation shall indemnify and hold harmless the officers and directors of each of the parties to this Agreement against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. **Termination.** This Agreement may be terminated and abandoned by action of the respective Boards of Directors of the Florida Corporation and the Oregon Corporation at any time prior to the Effective Time, whether before or after approval by the shareholders of either or the Constituent Corporations.

13. **Amendment.** The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the Effective Time; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the Florida Corporation or the Oregon Corporation shall not:

(a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto;

(b) change any term of the Articles of Incorporation of the Florida Corporation; or

(c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either of the Constituent Corporations.

14. **Registered Office.** The registered office of the Florida Corporation in the State of Florida is located at 2205 SW 57th Avenue, West Park, Florida 33023 and E.H.G. Resident Agents Inc, located at 1141 South Rogers Circle, Suite 12, Boca Raton, Florida 33487, is the registered agent of the Florida Corporation in the State of Florida.

15. **Inspection of Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Florida Corporation at 2205 SW 57th Avenue, West Park, Florida 33023. A copy of this Agreement shall be furnished by the Florida Corporation, on request and without cost, to any shareholder of either of the Constituent Corporations.

16. **Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Oregon.

17. **Service of Process.** On and after the Effective Time, the Florida Corporation agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of the Florida Corporation or the Oregon Corporation arising from the Merger.

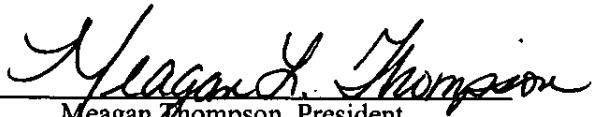
18. **Designation of Florida Secretary of State and the Oregon Secretary of State as Agent for Service of Process.** On and after the Effective Time, the Florida Corporation irrevocably appoints the Secretary of State of Florida and the Secretary of State of the State of Oregon as its agent to accept service of process solely in connection with any suit or other proceeding to enforce the rights of any shareholders of the Constituent Corporations from the Merger. The Florida Secretary of State and the Oregon Secretary of State is requested to mail a copy of any such process to the Florida Corporation to the following address: E.H.G. Resident Agents, Inc., c/o Innersanctum Holdings, Inc., 1141 South Rogers Circle, Suite 12, Boca Raton, Florida 33487.

(Signatures Appear Next Page)

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed as of August 27, 2012.

THE FLORIDA CORPORATION:

Innersanctum Holdings, Inc., a Florida corporation

By: 
Meagan Thompson, President

THE OREGON CORPORATION:

Innersanctum, Inc., an Oregon corporation

By: 
Meagan Thompson, President

Exhibit A

Florida Articles of Merger

See attached.