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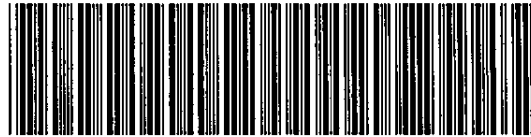
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AvWorks Aviation Corp.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Dror Svorai
Contact Person

Vapor Group, Inc.
Firm/Company

3901 SW 47 Avenue, Suite 415
Address

Davie, Florida 33314
City/State and Zip Code

Dror@vaporgroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dror Svorai
Name of Contact Person

At (954) 383-0734
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

(Profit Corporations)

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

Second: The name and jurisdiction of each **merging** corporation:

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(Attach additional sheets if necessary)

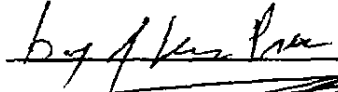
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

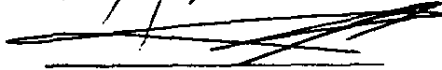
Typed or Printed Name of Individual & Title

AvWorks Aviation Corp.



Joe Eccles, President

Vapor Group, Inc.



Dror Svorai, 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.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

AvWorks Aviation Corp.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Vapor Group, Inc.

Florida

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

(See Attached Addendum, "ARTICLE I, Merger and Plan of Reorganization")

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:

Shares of the merging corporation are being exchanged by its shareholders for a specific number of shares of the Surviving corporation. There are no rights to acquire shares of either corporation into shares of the other.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article I shall be amended to: "The name of the corporation shall be Vapor Group, Inc.

Article II shall be amended to: "The address of the corporation shall be 3901 SW 47 Avenue, Suite 415, Davie, Florida 33314.

OR

Restated articles are attached:

Other than the above, the Articles of Incorporation of AvWorks Aviation Corp. shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or repealed as provided in the Articles or as provided by law.

Other provisions relating to the merger are as follows:

(See Attached Addendum, "ARTICLE I, Merger and Plan of Reorganization")

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ADDENDUM:

ARTICLE I

MERGER AND PLAN OF REORGANIZATION

1.1 **Plan of Merger.** At Closing (as hereinafter defined), the following Plan of Merger of Vapor Group, Inc. (the "Merging Corporation") and AvWorks Aviation Corp. (the "Surviving Corporation"), is adopted pursuant to the Florida Revised Statutes 2013, Section 7, and section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended:

- a) Vapor Group, Inc. shall be merged with and into AvWorks Aviation Corp., to exist and be governed by the laws of the State of Florida.
- b) The name of the Surviving Corporation shall be "Vapor Group, Inc.", and the headquarters address shall be changed to 3901 SW 47th Avenue, Suite 415, Davie, Florida 33314.
- c) At Closing, the separate corporate existence of Vapor Group, Inc. shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of VGI and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- d) The Surviving Corporation will carry on business with the assets of Vapor Group, Inc., as well as with the assets of AvWorks Aviation Corp.
- e) Shareholders shall surrender all their VGI Shares in the manner hereinafter set forth.
- f) In exchange for the VGI Shares, surrendered by Shareholders, the Surviving Corporation will issue and transfer to the Shareholders, on the basis set forth in Section 1.3, the SPLI Shares.
- g) All current shareholders of SPLI will retain their shares as shares of the Surviving Corporation.
- h) The Articles of Incorporation of AvWorks Aviation Corp. shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or repealed as provided in the Articles or as provided by law.

1.2 **Results of Merger.** The Constituent Corporations hereby agree that the Merging Corporation shall be merged with, and into, the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging

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Corporation shall cease at Closing (as hereinafter defined).

1.3 Share Exchange. At Closing, the method of carrying the merger into effect shall be as follows: all shares of the outstanding common stock of the Merging Corporation will be exchanged for 750,000,000 post 30 for 1 reverse split shares of restricted common stock of the Surviving Corporation; representing 98.81% of the total shares of common stock of the Surviving Corporation after the Closing and after the 30 for 1 reverse split. Any certificates representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the date of Closing. The then post reverse split outstanding shares of the Surviving Corporation, approximately 759,003,006 (approximately 9,003,006 post split shares plus 750,000,000) shall constitute all of the outstanding common stock in the Surviving Corporation.

1.4 Approval of Shareholder; No Material Changes. Pursuant to applicable statutory provisions, this merger requires the approval of the shareholders of each of the Surviving Corporation and the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- a) The shareholders of the Surviving Corporation and the Merging Corporation have approved any increase in the number and kind of outstanding shares of capital stock of the Surviving Corporation outstanding connected to this merger; and
- b) This Agreement does not conflict with or make changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation.

1.5 Record Date of Merger. The record date of the Merger shall be the Effective Date of this Agreement.

1.6 Exemption from Registration. The parties hereto intend that all SPLI Shares shall be restricted pursuant to Rule 144, and exempt from the registration requirements of the Securities Act of 1933, as amended.

- END -