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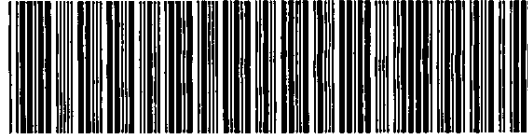
(Business Entity Name)

(Document Number)

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FILING
SECTION
DIVISION OF CORPORATIONS

EFFECTIVE DATE
12-31-15

DEC 1 2015
C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cypress Group Holdings, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Richene Oliver

Contact Person

Adams and Reese LLP

Firm/Company

501 Riverside Avenue, 7th Floor

Address

Jacksonville, FL 32202

City/State and Zip Code

richene.oliver@arlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan E. Mack, Esq.

Name of Contact Person

At (904) 355-1700

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

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**STATE OF FLORIDA
ARTICLES OF MERGER OF A
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations executed the following Articles of Merger:

FIRST: ^{P14000023677} The Agreement and Plan of Merger attached to these Articles of Merger as Exhibit "A", and incorporated herein by reference, has been approved as of November 20, 2015 by Cypress Group Holdings, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the applicable provisions of the Florida Business Corporation Act.

SECOND: The Agreement and Plan of Merger has been approved as of November 20, 2015 by Cypress Holdings, Inc., a Delaware corporation (the "Merged Corporation"), in accordance with the applicable provisions of the General Corporation Law of the State of Delaware. ^{F04000000375}

THIRD: The Agreement and Plan of Merger was adopted by the shareholders of the Surviving Corporation and the Merged Corporation on November 20, 2015.

FOURTH: The merger is to become effective on December 31, 2015.

IN WITNESS WHEREOF, the constituent corporations have caused these Articles of Merger to be signed by an authorized officer, effective the 20th day of November, 2015.

CYPRESS GROUP HOLDINGS, INC.

By: Enda McDonnell
Name: Enda McDonnell
As its: President and Authorized Officer

CYPRESS HOLDINGS, INC.

By: Enda McDonnell
Name: Enda McDonnell
As its: President and Authorized Officer

EFFECTIVE DATE
12-31-15

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EXHIBIT A

Agreement and Plan of Merger

[See Attached]

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**AGREEMENT AND PLAN OF MERGER
OF
CYPRESS GROUP HOLDINGS, INC.**
a Florida corporation
AND
CYPRESS HOLDINGS, INC.
a Delaware corporation

THIS AGREEMENT AND PLAN OF MERGER is entered into as of November 20, 2015 (the "Effective Date") by and between:

CGH: Cypress Group Holdings, Inc., a Florida corporation ("CGH"); and

CH: Cypress Holdings, Inc., a Delaware corporation ("CH");

and approved by resolutions adopted by CGH's and CH's respective shareholders and directors, effective as of the date set forth herein.

WHEREAS, CH is a corporation of the State of Delaware with its registered office therein located at 2711 Centerville Rd Suite 400, Wilmington, DE 19808.

WHEREAS, CGH owns all of the issued and outstanding stock of all voting classes of stock of CH.

WHEREAS, CGH is a corporation of the State of Florida with its registered office therein located at 1200 South Pine Island Road, Plantation, FL 33324.

WHEREAS, each of Joseph King, Enda McDonnell and Adrian Ryan own 10,000 shares of the stock of CGH, respectively, representing all of the issued and outstanding stock of CGH.

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a domestic corporation of the State of Delaware and a foreign corporation of the State of Florida into a single corporation.

WHEREAS, the Florida Business Corporation Act permits a merger of a domestic corporation of the State of Florida and a foreign corporation of the State of Delaware into a single corporation.

WHEREAS, CGH and CH and their respective shareholders and/or directors deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge CH with and into CGH pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act as applicable (jointly, the "Law") upon the terms and conditions hereinafter set forth.

WHEREAS, upon the effectiveness of the merger, CGH shall be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CGH, and approved by a resolution adopted by its shareholders and directors, and being thereunto duly entered into by CH, and approved by a resolution adopted by its shareholders and directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. **Merger; Surviving Corporation.** Subject to the terms and conditions of this Agreement, on the Effective Date CGH and CH shall, effective December 31, 2015, pursuant to the provisions of the Law, be merged with and into a single corporation, to wit, Cypress Group Holdings, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation pursuant to the provisions of the Law. The separate existence of Cypress Holdings, Inc., which is sometimes hereinafter referred to as the "Merged Corporation", shall cease at said effective time in accordance with the provisions of the Law.

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, which are filed of record with the Florida Department of State are in full force and effect, shall continue to be the Articles of Incorporation of said Surviving Corporation, with the continued nature of business and/or purposes set forth therein.

3. **Bylaws.** The present Bylaws of the Surviving Corporation, which are on file in the principal office of the Corporation, are in full force and effect, will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. **Board of Directors.** The directors of the Surviving Corporation on the Effective Date, Enda McDonnell, Joseph King, Adrian Ryan, Hale Campbell, and Mark J. Keyser, shall be the directors of the Surviving Corporation, all of whom shall remain as directors until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. **Officers.** The officers of the Surviving Corporation on the Effective Date, Enda McDonnell (President), Joseph King (Secretary) and Adrian Ryan (Treasurer), shall be the officers of the Surviving Corporation, all of whom shall remain as officers until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

6. **Tax Free Reorganization.** The Surviving Corporation and the Merged Corporation intend for the merger to be a tax free reorganization as provided under the provisions of Section 368 of the Internal Revenue Code of 1986.

7. **Issued and Outstanding Shares.** The manner of converting the outstanding shares of the capital stock of the Merged Corporation and of the Surviving Corporation shall be as follows:

(a) Each share of the Merged Corporation common stock, par value \$0.001 per share (the "Merged Corporation Common Stock"), issued and outstanding immediately prior to the Effective Time of the Merger shall be surrendered to the Surviving Corporation and canceled.

(b) No shares of the Surviving Corporation common stock shall be issued in respect to the Surviving Corporation common stock issued and outstanding immediately prior to the Effective Time of the Merger.

(c) After the Effective Time of the Merger, each holder of an outstanding certificate, which prior to the Effective Time of the Merger represented shares of the Merged Corporation Common Stock, shall surrender the same to the Surviving Corporation on the basis provided herein. After the Effective Time of the Merger, there shall be no further registry on the records of the Merged Corporation of transfers of the Merged Corporation Common Stock, and, if certificates representing such shares are presented to the Surviving Corporation, they shall be canceled in accordance with the terms of this Plan and Agreement of Merger.

7. **Filings.** The constituent corporations agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the States of Delaware and Florida, and that they will cause to be performed all necessary acts within the States of Delaware and Florida and elsewhere to effectuate the merger herein provided for.

8. **Further Assurances.** The officers of the terminating corporation and the officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. **Effective Time.** The effective time of the merger shall be 11:59 p.m., December 31, 2015 or such later date and time as may be set forth in the necessary filings with the Secretary of State of the States of Florida and Delaware in accordance with the laws of the States of Delaware and Florida.

10. **Counterparts.** This Agreement and Plan of Merger may be executed in any number of counterparts with the same effect as if the parties had all executed the same document. Each counterpart shall be deemed an original and all of such counterparts together shall constitute but one and the same instrument.

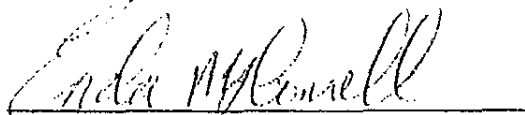
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[Signature Page of CGH to the Agreement and Plan of Merger]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations.

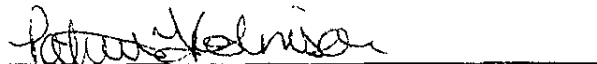
CYPRESS GROUP HOLDINGS, INC.,
a Florida corporation



By: Enda McDonnell
As its: President

THE STATE OF Florida §
§
COUNTY OF Palm Beach §

This instrument was acknowledged before me on the 23rd day of November, 2015, by Enda McDonnell, the president of CYPRESS GROUP HOLDINGS, INC., a Florida corporation, on behalf of said corporation.

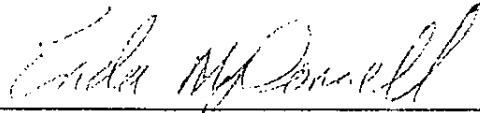

Notary Public, State of Florida
My commission expires: 09-28-2019

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[Signature Page of CH to the Agreement and Plan of Merger]

CYPRESS HOLDINGS, INC.,
a Delaware corporation



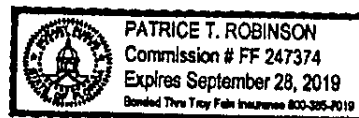
By: Enda McDonnell
As its: President

THE STATE OF Florida §
§
COUNTY OF Palm Beach §

This instrument was acknowledged before me on the 23rd day of November, 2015, by Enda McDonnell, the President of CYPRESS HOLDINGS, INC., a Delaware corporation, on behalf of said corporation.



Notary Public, State of Florida
My commission expires: 09-28-2019



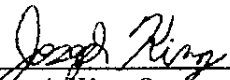
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**CERTIFICATE OF SECRETARY OF
CYPRESS GROUP HOLDINGS, INC.**

I hereby certify that I am a duly appointed Secretary of CYPRESS GROUP HOLDINGS, INC. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the stockholders of CYPRESS GROUP HOLDINGS, INC.

Certificate dated as of the 20th day of November, 2015.


By: Joseph King, Secretary

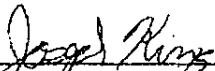
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DIVISION OF CORPORATIONS

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**CERTIFICATE OF THE SECRETARY OF
CYPRESS HOLDINGS, INC.**

I hereby certify that I am the duly appointed Secretary of CYPRESS HOLDINGS, INC. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the stockholders of CYPRESS HOLDINGS, INC.

Certificate dated as of the 20th day of November, 2015.


By: Joseph King, Secretary