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MERGER OR SHARE EXCHANGE**My Ugly Christmas Sweater, Inc.**

Certificate of Status	1
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DIVISION OF CORPORATIONS
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2014 JUN 25 PM 5:00
TALLAHASSEE, FLORIDA

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June 23, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: MY UGLY CHRISTMAS SWEATER, INC.
REF: W14000038997

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ARTICLES OF MERGER
OF
MY UGLY CHRISTMAS SWEATER, INC.
 (a Vermont corporation)
WITH AND INTO
MY UGLY CHRISTMAS SWEATER, INC.
 (a Florida corporation)

Pursuant to the provisions of Title 11A of the Vermont Statutes (the "Vermont Act") and in compliance with the provisions of Section 607.1105, Florida Statutes (the "Florida Act"), these Articles of Merger provide as follows:

ARTICLE I

State of Incorporation; Constituent Entities

The name, entity type and state of incorporation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
My Ugly Christmas Sweater, Inc.	corporation	Florida
My Ugly Christmas Sweater, Inc.	corporation	Vermont

ARTICLE II

Surviving Entity

My Ugly Christmas Sweater, Inc., a Florida corporation, shall be the surviving entity.

ARTICLE III

Plan of Merger

The Plan of Merger providing for the merger of My Ugly Christmas Sweater, Inc., a Vermont corporation, and My Ugly Christmas Sweater, Inc., a Florida corporation, is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE IV

Approval of the Plan of Merger

In accordance with the Vermont Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the sole stockholder of My Ugly Christmas Sweater, Inc., a Vermont corporation, on June 19, 2014.

In accordance with the Florida Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the sole stockholder of My Ugly Christmas Sweater, Inc., Inc., a Florida corporation, on June 19, 2014.

ARTICLE V
Effective Time

The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 19 day of June, 2014.

MY UGLY CHRISTMAS SWEATER, INC.,
a Vermont corporation

By: *Ane Marie E. Blackman, President*
Anne Marie E. Blackman, President

MY UGLY CHRISTMAS SWEATER, INC.,
a Florida corporation

By: *Ane Marie E. Blackman, President*
Anne Marie E. Blackman, President

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EXHIBIT A
PLAN OF MERGER

See Attached.

EXHIBIT A

H14000150613

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 19th day of June, 2014, by and between **MY UGLY CHRISTMAS SWEATER, INC.**, a Vermont corporation ("Vermont Corp.") and **MY UGLY CHRISTMAS SWEATER, INC.**, a Florida corporation ("Florida Corp."). Vermont Corp. and Florida Corp. are sometimes collectively referred to in this Agreement as the "Constituent Entities" and are sometimes referred to individually as a "Constituent Entity".

WITNESSETH:

WHEREAS, the Boards of Directors of Vermont Corp. and Florida Corp. deem it advisable and for the general welfare of such entities and their sole shareholder that Vermont Corp. merge with and into Florida Washington Corp. and that Florida Corp. merge Vermont Corp. with and into itself, pursuant to this Agreement and the applicable laws of the States of Vermont and Florida; and

WHEREAS, the Constituent Entities desire to adopt this Agreement as a plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, all of the stock of Vermont Corp. is owned by Anne Marie E. Blackman.

NOW, THEREFORE, the Constituent Entities, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Agreement as follows:

1. PLAN OF MERGER.

The Constituent Entities have agreed and do hereby agree each with the other that Vermont Corp. shall be merged with and into Florida Corp., and that Florida Corp. shall merge Vermont Corp. with and into itself. Florida Corp. shall be the surviving business entity in the merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

2. **EFFECTIVE DATE.**

The merger provided for in this Agreement shall become effective and the Constituent Entities shall be deemed to have merged upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **MANNER OF CONVERTING SHARES.**

Pursuant to the merger, all of the outstanding shares of stock of Vermont Corp. will be cancelled. No new stock certificates of Florida Corp. will be issued. Each share of stock of Florida Corp. that is outstanding on the Effective Date shall continue and remain unchanged as one share of stock of Florida Corp.

4. **EFFECT OF THE MERGER.**

(a) **Existence of Vermont Corp.** On the Effective Date, the separate existence of Vermont Corp. shall cease and it shall be merged with and into Florida Corp. Thereupon, all the property, real, personal, and mixed, and all interest therein, of Vermont Corp. and all debts due to it, shall be transferred to and invested in Florida Corp. without further act or deed and without reversion or impairment. Florida Corp. shall thenceforth be responsible and liable for all the liabilities and obligations of Vermont Corp.

(b) **Articles of Incorporation.** The Articles of Incorporation of Florida Corp., in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of Florida Corp. and shall not be changed or amended by the merger.

(c) **Bylaws.** The Bylaws of Florida Corp. as in effect on the Effective Date shall continue in full force and effect as the Bylaws of Florida Corp. and shall not be changed or amended by the merger.

(d) **Directors and Officers.** Until altered by the sole stockholder or directors, as the case may be, of Florida Corp., the duly elected directors and officers of Florida Corp. shall continue to serve as the directors and officers of Florida Corp. and shall not be changed or otherwise affected by the merger.

5. **CONDITIONS OF MERGER.**

This Agreement shall promptly be submitted to the sole shareholder of Vermont Corp. and Florida Corp. for approval. The unanimous affirmative vote of the sole shareholder of Vermont Corp. entitled to vote and the affirmative vote of the sole shareholder of Florida Corp. shall be required for such approval.

6. **GENERAL PROVISIONS.**

(a) **Entire Agreement.** This Agreement constitutes the entire Agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, among the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

(b) **Headings.** The headings in the Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

(c) **Expenses.** Florida Corp. shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(d) **Amendment; Termination.** This Agreement may be terminated or amended by the mutual consent of the Boards of Directors of Vermont Corp. and Florida Corp., whether before or after approval of this Agreement by the sole shareholder of Vermont Corp. or the sole shareholder of Florida Corp.

(e) **Counterparts.** This Agreement may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

(f) **Further Assurances.** Vermont Corp. agrees that from time to time following the Effective Date, as and when requested by Florida Corp., it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as Florida Corp. may deem necessary or desirable, in order more fully to vest in and confirm to Florida Corp. title to and possession of all of its said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.

IN WITNESS WHEREOF, each business entity that is a party hereto has caused its duly authorized officer to execute this Agreement and Plan of Merger.

MY UGLY CHRISTMAS SWEATER, INC.,
a Vermont corporation

MY UGLY CHRISTMAS SWEATER, INC.,
a Florida corporation

By: Anne Marie E. Blackman, President
Anne Marie E. Blackman, President

By: Anne Marie E. Blackman, President
Anne Marie E. Blackman, President

**ARTICLES OF INCORPORATION
OF
MY UGLY CHRISTMAS SWEATER, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

My Ugly Christmas Sweater, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2067 Diamond Court
Oldsmar, Florida 34677

ARTICLE 3

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE 4

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 5

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2067 Diamond Court, Oldsmar, Florida 34677, and the initial registered agent of this corporation at such office shall be Anne Marie E. Blackman. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 7

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is

present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE 8

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Anne Marie E. Blackman	2067 Diamond Court Oldsmar, Florida 34677
James E. Blackman	2067 Diamond Court Oldsmar, Florida 34677

ARTICLE 9

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Anne Marie E. Blackman	2067 Diamond Court Oldsmar, Florida 34677

ARTICLE 10

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may

prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 11

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 12

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated, this 19 day of June, 2014.

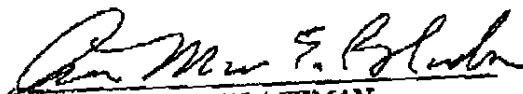

Anne Marie E. Blackman

MY UGLY CHRISTMAS SWEATER, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, ANNE MARIE E. BLACKMAN, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0503, Florida Statutes.

DATED this 19 day of June, 2014.


ANNE MARIE E. BLACKMAN