

P/4000065450

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(Business Entity Name)

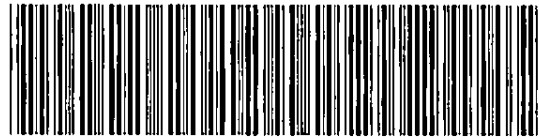
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2017 AUG 17 AM 9:16

STATE
TALLAHASSEE, FLORIDA

ShareExchange

AUG 17 2017

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ARTICLES OF SHARE EXCHANGE
(Profit Corporations)

FILED
17 AUG 17 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following articles of share exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1102, Florida statutes.

First: The name and jurisdiction of the acquiring corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Illumination America, Inc.</u>	<u>Florida</u>	<u>P14000063450</u>

Second: The name and jurisdiction of each acquired corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Grom Holdings, Inc.</u>	<u>Delaware</u>	<u>5703662</u>

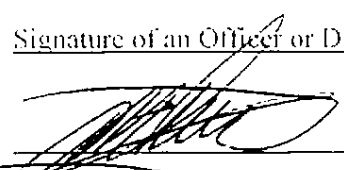
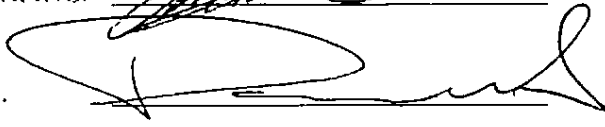
Third: The Plan of Share Exchange is attached.

Fourth: The share exchange shall become effective on the date the Articles of Share Exchange are filed with the Florida Department of State.

Fifth: The Plan of Share Exchange was adopted by the Board of Directors of the acquiring corporation on May 12, 2017, and shareholder approval was not required.

Sixth: The Plan of Share Exchange was adopted by the shareholders of the acquired corporation on July 7, 2017.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
ILLUMINATION AMERICA, INC.		Melvin Leiner, Vice President and Secretary
GROM HOLDINGS, INC.		Darren Marks, President

PLAN OF SHARE EXCHANGE

The following plan of share exchange is submitted in compliance with Section 607.1102, Florida Statutes.

First: The name and jurisdiction of the acquiring corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Illumination America, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of the acquired corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Grom Holdings, Inc.</u>	<u>Delaware</u>

Third: The terms and conditions of the share exchange are as follows:

Illumination America, Inc., a Florida corporation, will acquire all of the issued and outstanding shares of Grom Holdings, Inc., a Delaware corporation, upon the following terms and conditions:

A. The consideration for the acquisition of all of the issued and outstanding shares of the acquired corporation, is one hundred ten million eight hundred fifty-three thousand eight hundred eighty-three (110,853,883) shares of the acquiring corporation;

B. Upon the effective date, the acquired corporation will continue to have all right, title and interest in and to substantially of the operating assets used or usable, directly or indirectly, in whole or in part, in connection with the business of the acquired corporation, including all inventories, intellectual property, contracts and agreements, equipment, and all legally assignable governmental permits and certain documents containing technical support and other information pertaining to the operation of the acquired corporation.

C. The acquired corporation will continue to be subject to, as of and after the closing date, only those liabilities and obligations arising (i) in connection with the operation of the acquired corporation before the closing date and (ii) after the closing date in connection with the performance by the acquired corporation of the contracts and agreements associated with the acquired corporation. Any and all local, state and federal taxes and any fines, levies or liens of any nature due and owing at the effective date will be the sole obligation of the shareholders of the acquired corporation.

D. The existing President and Chief Executive Officer of the acquired corporation prior to the effective date shall be the President and Chief Executive Officer of the acquired corporation following the effective date, and such person shall serve in such offices for the terms provided by law, or until his respective successor is elected and qualified.

E. The Articles of Incorporation, as amended, of the acquiring corporation and the acquired corporation as they exist on the effective date shall be the Articles of Incorporation of the acquiring corporation and the acquired corporation unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida and the State of Delaware.

F. The Bylaws of the acquiring corporation and the acquired corporation as they exist on the effective date shall be the Bylaws of the acquiring corporation and the acquired corporation

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the acquiring 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 acquiring corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the Effective Date, each issued and outstanding share of Grom Holdings, Inc. and all rights in respect thereto shall be converted into 4.17 shares of the acquiring corporation, aggregating one hundred ten million eight hundred fifty-three thousand eight hundred eighty-three (110,853,883) shares of Illumination America, Inc., a Florida corporation.

Upon the Effective Date all outstanding stock options, warrants and convertible promissory notes of Grom Holdings, Inc. shall be converted into stock options, warrants and convertible promissory notes of the acquiring corporation, Illumination America, Inc., whereby each share subject to such stock option, warrant and/or convertible promissory note shall be multiplied by 4.17 and the exercise and/or conversion price shall be reduced by dividing the original exercise or conversion price by 4.17.