

Florida Department of State
Division of Corporations
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EFFECTIVE DATE

Jan 1, 2015

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MERGER OR SHARE EXCHANGE

Market Earth, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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@ 12/23/14*

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EFFECTIVE DATE

Jan 1, 2015

ARTICLES OF MERGER

(Profit Corporations)

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Market Earth, Inc.	Florida	P14000101270

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Market Earth, Inc.	Illinois	6788-925-8

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 01/01/2015

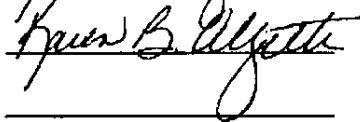
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 01/01/2015

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleMarket Earth, Inc.Karen B. Allegetti, PresidentMarket Earth, Inc.Karen B. Allegetti, President

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PLAN AND AGREEMENT OF MERGER

The following Plan and Agreement 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, as part of a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(F) to effect the mere change of the state of organization of the merging corporation to Florida.

FIRST: The name and jurisdiction of the surviving corporation is: Market Earth, Inc., a Florida corporation.

SECOND: The name and jurisdiction of the merging corporation is: Market Earth, Inc., an Illinois corporation.

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

1. Merger. In accordance with the provisions of the Illinois Business Corporation Act of 1983 and the Florida Corporation Act, Market Earth, Inc., an Illinois corporation ("IL Market"), shall merge with and into Market Earth, Inc., a Florida corporation (the "Corporation") (the "Merger"), the separate existence of Market shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. Effective Date. The Merger shall become effective as of the 1st day of January, 2015 (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. Surviving Shareholders. The Shareholders of the Surviving Entity as of the Effective Date shall remain the Shareholders of the Surviving Entity following the Effective Date.

5. Surviving Officers. The Officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the Officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the shares of the merging party into shares of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Immediately prior to the Effective Date, one hundred percent (100%) of the issued and outstanding shares of common stock of the merging party are equally owned by the same shareholders who equally own one hundred percent (100%) of the issued and outstanding shares of common stock of the Surviving Entity. Upon the Effective Date, each share of common stock of the merging party then outstanding shall be cancelled. Each share of common stock of the Surviving Entity that is outstanding

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immediately prior to the Effective Date shall continue to represent a share of common stock of the Surviving Entity following the Merger.

B. The manner and basis of converting rights to acquire the interest, shares, obligations or other securities of the merging party into rights to acquire the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of the merging party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.