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(Requestor's Name)

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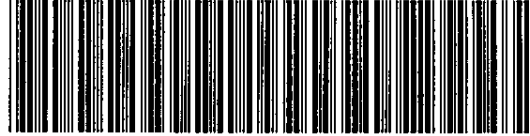
(Business Entity Name)

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C LEWIS



KOHNEN & PATTON

AARON MONK
amonk@kplaw.com
513-345-4742

January 25, 2016

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Michael J. Stegman¹
John P. Tafaro⁵
Mark J. Zummo

All are admitted in Ohio

1 Also admitted in Kentucky

2 Also admitted in Indiana

3 Also admitted in Florida

4 Also admitted in Minnesota

5 Of Counsel

VIA REGULAR MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger for Keller Studio Inc.

Dear Sir or Madam:

Please find the enclosed documents for the merger of Keller Studio Inc.: (1) two copies of the Articles of Merger; (2) Agreement and Plan of Merger; and (3) a check made payable to the Florida Department of State in the amount of \$70.00.

Please time stamp and return one of the Articles of Merger copies in the self-addressed, prepaid envelope.

If you have any questions, please give me a call.

Sincerely,

KOHNEN & PATTON LLP

Aaron Monk

Aaron Monk

AMM/dh
Enclosures

4835-7639-6589.1 :KE058.GB001

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Keller Studio 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:

Terry Moore

Contact Person

Kohnen & Patton LLP

Firm/Company

201 E. Fifth St., Suite 800

Address

Cincinnati, OH 45202

City/State and Zip Code

andy@kellerstudio.com

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

For further information concerning this matter, please call:

Andy Keller

Name of Contact Person

At (917) 340-6028

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

ARTICLES OF MERGER

(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Keller Studio Inc.	Florida	PI5000037271

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Keller Studio Inc.	Ohio	

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 1/20/16.

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

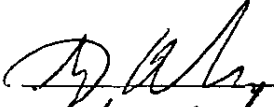

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1/20/16.

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

(Attach additional sheets if necessary)

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>
Keller Studio Inc.		J. Andrew Keller, President
Keller Studio Inc.		J. Andrew Keller, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement of Merger") is made and entered into by and between Keller Studio, Inc., an Ohio corporation ("KS"), and Keller Studio, Inc., a Florida corporation ("KSIF").

RECITALS:

(A) KSIF and KS are sometimes hereinafter collectively referred to as the "Constituent Corporations".

(B) The respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of said Constituent Corporations that KS be merged with and into KSIF as the surviving corporation as authorized under the applicable statutes of the State of Ohio and the State of Florida and pursuant to the terms and conditions hereinafter set forth, and each such Board has duly approved the Agreement of Merger.

(C) KSIF is duly organized and existing under the laws of the State of Florida, and has authorized capital stock consisting of 100 shares of common stock, all of which are entitled to vote on the Agreement of Merger and have duly approved the Agreement of Merger. Such outstanding shares are owned as follows:

J. Andrew Keller	100
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(D) KS is duly organized and existing under the laws of the State of Ohio, and has authorized capital stock consisting of 100 shares of common stock, all of which are entitled to vote on the Agreement of Merger and have duly approved the Agreement of Merger. Such outstanding shares are owned as follows:

J. Andrew Keller	100
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(F) It is the express intention of the Constituent Corporations that (i) this Agreement of Merger, and the adoption of resolutions by the appropriate persons on behalf of each of the Constituent Corporations authorizing and approving the Merger (as defined below), constitute a plan of reorganization for purposes of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and successor provisions); and (ii) the Merger (as defined below) pursuant to this Agreement of Merger is to be treated as a reorganization pursuant to Section 368(a)(1)(F) of the Code and corresponding provisions of applicable state laws (and successor provisions).

AGREEMENT:

NOW, THEREFORE, the Constituent Corporations do hereby agree each with the other as follows:

1. Merger. KS shall be merged (the "Merger") with and into KSIF, which shall be the surviving corporation (the "Surviving Corporation"), pursuant to the applicable statutes of the State of Ohio and the State of Florida, subject to the following terms and conditions. Subject to the applicable statutes of the State of Ohio and the State of Florida, the Merger shall become effective (the "Effective

Date”) as of the date the Articles of Merger are filed with the Florida Department of State.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of KSIF upon the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed.

3. Bylaws of Surviving Corporation. The Bylaws of KSIF upon the Effective Date of the Merger shall be the Code of Regulations of the Surviving Corporation until altered, amended or repealed.

4. Manner and Basis of Converting the Shares of the Constituent Corporations into Shares of the Surviving Corporation/Terms of the Merger. Each share of common stock of KSIF issued and outstanding on the Effective Date of the Merger shall be converted into one (1) share of the common stock of the Surviving Corporation. Each share of common stock of KS issued and outstanding on the Effective Date of the Merger shall be terminated, cancelled and extinguished.

5. Directors and Officers and Location of Principal Office.

a. The Board of Directors of the Surviving Corporation shall consist of the persons who are directors of KSIF upon the Effective Date of the Merger and such directors shall serve until their respective successors are duly elected and qualified. The officers of the Surviving Corporation shall consist of the persons who are officers of KSIF upon the Effective Date of the Merger and such officers shall serve until their respective successors are duly elected and qualified.

b. The location of the principal office of the Surviving Corporation is as follows:

1881 NE 26th St., Suite 239
Wilton Manors, FL 33305

6. Effect of Merger. At the Effective Date, subject to the applicable statutes of the State of Ohio and the State of Florida, all rights, privileges, powers and franchises and all property and assets of every kind and description of KS shall be vested in and be held and enjoyed by the Surviving Corporation, without further act or deed; and the estates and interest of every kind of the Constituent Corporations, including all debts due to either of them on whatever account, shall be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger; and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the separate existence of KS shall cease.

7. Further Action. The Constituent Corporations shall do all such other acts and things that shall be necessary or desirable in order to effectuate the Merger.

8. Approval of Agreement and Plan of Merger. This Agreement of Merger was adopted and approved (i) by the unanimous written consent of the shareholders and directors of KSIF dated as of January 20, 2016, and (ii) by the unanimous written consent of the shareholders and directors of KS dated

as of January 20, 2016.


9. Additional Appointment and Agreements. The Surviving Corporation consents to be sued and served with process in the State of Ohio and consents to the irrevocable appointment of the Ohio Secretary of State as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the Surviving Corporation any obligation of any domestic Constituent Corporation or to enforce the rights of a dissenting shareholder of any domestic Constituent Corporation.

[Signatures appear on following page]

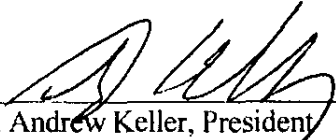
4847-4598-0454.1

IN WITNESS WHEREOF, the undersigned have executed and certified this Agreement and Plan of Merger on behalf of the Constituent Corporations as of January 20, 2016.

KELLER STUDIO, INC.,
an Ohio corporation

By: 
J. Andrew Keller, President

KELLER STUDIO, INC.,
a Florida corporation

By: 
J. Andrew Keller, President

[Signature page to KSIF and KS Agreement of Merger]

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