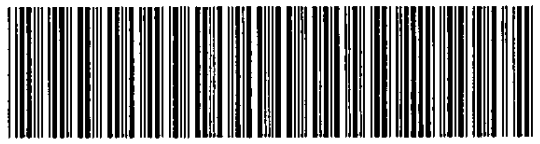


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**DATE: 12/22/15**

**NAME: KEEWAYDIN CONSULTING, INC.**

**TYPE OF FILING: MERGER**

**COST: 70.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Attache*

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15 DEC 22 AM 9: 01

**ARTICLES OF MERGER**  
(Profit Corporations)

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)
P15000096724 KEEWAYDIN CONSULTING, INC.	Florida	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<b>EFFECTIVE DATE</b>
KEEWAYDIN CONSULTING, INC.	Florida		<u>1-1-16</u>
KEEWAYDIN CONSULTING, INC.	Connecticut		
_____	_____	_____	_____
_____	_____	_____	_____

**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** 01 / 01 / 2016 (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 12/03/2015.

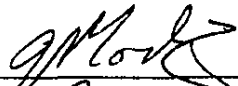

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**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 12/03/2015.

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 &amp; Title</u>
KEEWAYDIN CONSULTING.		Irvin M. Modlin, President
KEEWAYDIN CONSULTING.		Irvin M. Modlin, President

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CLERK OF SUPERIOR COURT  
15 DEC 22 AM 9:01

**PLAN OF MERGER**  
(Non Subsidiaries)

15 DEC 22 AM 9:01

The following plan 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.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
KEEWAYDIN CONSULTING, INC.	Florida

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
KEEWAYDIN CONSULTING, INC.	Florida
KEEWAYDIN CONSULTING, INC.	Connecticut
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

See Attached.

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

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See Attached.

**CERTIFICATE AND ARTICLES OF MERGER**  
**OF**  
**KEEWAYDIN CONSULTING, INC., A CONNECTICUT CORPORATION,**  
**INTO**  
**KEEWAYDIN CONSULTING, INC., A FLORIDA CORPORATION**

**EFFECTIVE DATE**  
1-1-16

FILED STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 DEC 22 AM 9:01

Pursuant to the provisions of the Connecticut Business Corporation Act and the Florida Business Corporation Act, the undersigned hereby certifies:

1. The names of the parties to the Merger are KEEWAYDIN CONSULTING, INC., a Connecticut corporation having its principal place of business at 11 Tulip Tree LN, Woodbridge, Connecticut 06525 and KEEWAYDIN CONSULTING, INC., a Florida corporation having its principal place of business at 32 City Hall Avenue, Torrington, Connecticut 06790.
2. The name of the corporation that will be the survivor of the Merger is KEEWAYDIN CONSULTING, INC., a Florida corporation having its principal place of business at 32 City Hall Avenue, Torrington, Connecticut 06790.
3. The date on which the Merger is to be effective is January 1, 2016, notwithstanding the date of delivery of this Certificate and Articles of Merger to the Connecticut Secretary of State and Florida Department of State.
4. The Agreement and Plan of Merger was duly adopted and unanimously approved by the Board of Directors and Shareholders of both parties to the Merger on December 3, 2015 Said adoption and approval was in accordance with the provisions of Sections 33-600 to 33-998, inclusive, of the Connecticut Business Corporation Act and Sections 607.1101 to 607.1105 of the Florida Business

Corporation Act and each party's respective Certificate of Incorporation. No approval by any separate voting group was required by either party to the Merger.

5. The Agreement and Plan of Merger and the performance of its terms and conditions were duly authorized by all actions required by the Connecticut Business Corporation Act and the Florida Business Corporation Act and by each party's Certificate of Incorporation. The Merger is permitted by both the provisions of the Connecticut Business Corporation Act and the Florida Business Corporation Act and both parties to the Merger have complied with all applicable laws in effecting the Merger.
6. Additional information regarding the terms and conditions of the Merger are more fully set forth in the Agreement and Plan of Merger attached hereto as **Exhibit A**.

Under the penalty of false statement, the undersigned, **IRVIN M. MODLIN**, President of KEEWAYDIN CONSULTING, INC., and KEEWAYDIN CONSULTING, INC. having executed this Certificate and Articles of Merger, swears that the statements contained herein are true.

**[SIGNATURE PAGE TO FOLLOW]**




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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 DEC 22 AM 9:01

KEEWAYDIN CONSULTING, INC.  
A CONNECTICUT CORPORATION

By:   
IRVIN M. MODLIN  
Its duly-authorized President

KEEWAYDIN CONSULTING, INC.  
A FLORIDA CORPORATION

By:   
IRVIN M. MODLIN  
Its duly-authorized President

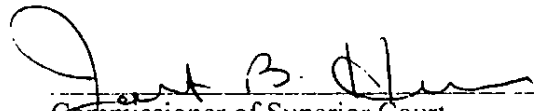
STATE OF CONNECTICUT)

) ss: New Haven

December 3, 2015

COUNTY OF NEW HAVEN)

Personally appeared **IRVIN M. MODLIN**, the President of **KEEWAYDIN CONSULTING, INC.**, a Connecticut Corporation, and as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation as President.

  
Commissioner of Superior Court  
Notary Public  
my commission expires 11/30/16

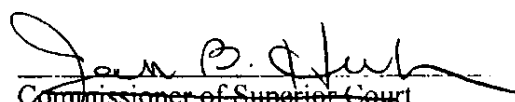
STATE OF CONNECTICUT)

) ss: New Haven

December 3, 2015

COUNTY OF NEW HAVEN)

Personally appeared **IRVIN M. MODLIN**, the President of **KEEWAYDIN CONSULTING, INC.**, a Florida Corporation, and as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation as President.

  
Commissioner of Superior Court  
Notary Public  
my comm. expires 11/30/16

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 DEC 22 AM 9: 01

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**BY AND BETWEEN**

**KEEWAYDIN CONSULTING, INC., A CONNECTICUT CORPORATION**

**AND**

**KEEWAYDIN CONSULTING, INC., A FLORIDA CORPORATION**

DATE OF ADOPTION: December 3, 2015

WHEREAS, KEEWAYDIN CONSULTING, INC., a Connecticut corporation having its principal place of business at 11 Tulip Tree LN, Woodbridge, Connecticut 06525 (hereinafter referred to as "Connecticut Corporation"); and

WHEREAS, KEEWAYDIN CONSULTING, INC., a Florida corporation having its principal place of business at 32 City Hall Avenue, Torrington, Connecticut 06790 (hereinafter referred to as either "Florida Corporation" or the "surviving corporation"); and

WHEREAS, the Board of Directors of both Connecticut Corporation and Florida Corporation, deem it advisable and in the best interests of the corporations and their respective Shareholders that Connecticut Corporation be merged into Florida Corporation pursuant to Sections 33-815 and 33-817 of the Connecticut Business Corporation Act and Sections 607.1101-607.1105 and 607.1107 of the Florida Business Corporation Act (hereinafter referred to as the "Merger"); and

WHEREAS, the respective Board of Directors and Shareholders of Connecticut Corporation and Florida Corporation have approved the Merger pursuant to the terms and conditions of this Agreement and Plan of Merger.

NOW THEREFORE, Connecticut Corporation and Florida Corporation hereby adopt the following Agreement and Plan of Merger:

1. **Ownership.** The respective designations and numbers of shares of each class and series of capital stock of the two (2) corporations outstanding on the date of adoption of the Agreement and Plan of Merger are as follows:

<u>NAME OF CORPORATION</u>	<u>DESIGNATION OF SHARES</u>	<u>PAR VALUE</u>	<u>AUTHORIZED CAPITAL STOCK</u>	<u>NO. OF SHARES OUTSTANDING</u>
Connecticut Corporation	Common	None	5,000	1,000
Florida Corporation	Common	None	5,000	100

2. **Business Purpose.** For purposes of improved administration and economics of operations, as well as to promote the future growth of Connecticut Corporation and Florida Corporation, the Board of Directors of each corporation deem it advisable and in the best interests of each corporation and its respective Shareholders to merge Connecticut Corporation into Florida Corporation.

3. **Effective Date.** This Agreement and Plan of Merger, being duly adopted and approved by both the Board of Directors and Shareholders of Connecticut Corporation and Florida Corporation, as described in Section 9 below, shall become effective on January 1, 2016 (the "Effective Date") notwithstanding the filing date of the Certificate and Articles of Merger with the Connecticut Secretary of State and Florida Department of State.

4. **Effects of Merger.** On the Effective Date: (1) the separate existence of Connecticut Corporation shall cease and Connecticut Corporation shall be merged into Florida Corporation, all in accordance with the provisions of this Plan and Agreement of Merger and the provisions of the Connecticut Business Corporation Act and the Florida Business Corporation Act; (2) all the liabilities

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and obligations of the Connecticut Corporation shall be vested in and become the responsibility of Florida Corporation; (3) all property owned by and every contract right possessed by Connecticut Corporation shall be vested in Florida Corporation without reversion or impairment; (4) any claim existing or action proceeding pending by or against either Florida Corporation or Connecticut Corporation may be continued as if the Merger did not occur or Florida Corporation may, but need not be, substituted in any pending proceeding for the name of Connecticut Corporation; (5) the Certificate of Incorporation of Florida Corporation shall be amended to the extent provided herein; (6) neither the rights of creditors nor any liens upon the property of either Connecticut Corporation or Florida Corporation shall be impaired by the Merger; (7) the shares of each corporation that are to be converted into shares or other securities, interests, obligations, rights to acquire shares or other securities, cash or other property, or any combination thereof, shall be converted as provided herein, and the former holders of such shares or interests are entitled only to the rights provided to them in this Agreement and Plan of Merger or to any rights they may have under Sections 33-855 to 33-879 of the Connecticut Business Corporation or Section 607.1302 of the Florida Business Corporation Act; (8) any Shareholder of either Connecticut Corporation or Florida Corporation that, prior to the Merger, was liable for the liabilities or obligations of such respective corporation, shall not be released from such liabilities or obligations by reason of the Merger; and (9) Florida Corporation shall be deemed to (i) appoint the Connecticut Secretary of the State as its agent for service of process in a proceeding to enforce the rights of Shareholders of Connecticut Corporation who exercise appraisal rights; and (ii) agree that it will promptly pay the amount, if any, to which such Shareholders are entitled under Sections 33-855 to 33-879, inclusive, of the Connecticut Business Corporation Act.

5. **Articles of Incorporation.** On the Effective Date, the Articles of Incorporation of Florida Corporation, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

6. **Bylaws.** On the Effective Date, the Bylaws of Florida Corporation, as in effect immediately prior to the Effective Date, shall continue in full force in effect as the Bylaws of the surviving corporation.

7. **Directors and Officers.** The Directors and Officers of Florida Corporation immediately prior to the Effective Date shall be the Directors and Officers of the surviving corporation, until their successors have been duly elected and qualified in accordance with the Articles of Incorporation or Bylaws of the surviving corporation, or until otherwise provided by law.

8. **Conversion Of Shares.** The manner and basis of converting the issued and outstanding shares of Connecticut Corporation into shares of Florida Corporation are as follows:

Each share of Connecticut Corporation outstanding at the Effective Date shall be converted into one share of the surviving corporation without any action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of Connecticut Corporation, shall be entitled upon surrender thereof to receive in exchange therefore a certificate or certificates representing the number of whole shares of the surviving corporation into or for which his or her shares have been converted or exchanged. Provided, however, that no fractional shares of the surviving corporation shall be issued pursuant to the Merger and the aggregate number of shares of the surviving corporation to be issued pursuant to the Merger shall be determined by rounding any fractional share to which any Shareholder of Connecticut Corporation may otherwise be entitled to the nearest whole share. Until surrendered, each outstanding certificate which, prior

to the Effective Date represented shares of Connecticut Corporation for all purposes shall evidence the ownership of the shares of the surviving corporation into or for which such shares have been so converted or exchanged.

9. **Voting.**

**A. Board of Directors.** As provided in Section 33-817 of the Connecticut Business Corporation Act and Section 607.1103 of the Florida Business Corporation Act, the Board of Directors of each corporation adopted this Agreement and Plan of Merger as follows:

<u>Corporation</u>	<u>Director Vote Required To Adopt Plan</u>	<u>Number of Directors Entitled to Vote</u>	<u>Vote in Favor of Merger</u>
Connecticut Corporation	2	2	2
Florida Corporation	2	2	2

**B. Shareholders.** This Agreement and Plan of Merger was duly approved by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the common stock of Connecticut Corporation pursuant to the provisions of the Connecticut Business Corporation Act and the Connecticut Corporation's Certificate of Incorporation and Bylaws. This Agreement and Plan of Merger was further duly approved by the affirmative vote of the holders of a majority of the outstanding shares of the common stock of Florida Corporation pursuant to the provisions of the Florida Business Corporation Act and the Florida Corporation's Articles of Incorporation and Bylaws. The respective shareholder vote was as follows:

<u>Corporation</u>	<u>Shareholder Vote Required To Adopt Plan</u>	<u>Number of Shares Entitled to Vote</u>	<u>Voting Power</u>	<u>Vote in Favor of Merger</u>
Connecticut Corporation	667	1000	1000	1000
Florida Corporation	51	100	100	100

No shares of Connecticut Corporation or Florida Corporation were required to be voted as a class. The above-referenced actions were taken by each corporation pursuant to Joint Resolutions of Unanimous Written Consent of the Board of Directors and Shareholders, dated December 3, 2015.

10. **Tax Consequences.** For federal income tax purposes, the Merger is intended to constitute a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The parties to this Agreement and Plan of Merger hereby adopt this Agreement and Plan of Merger as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the United States Treasury Regulations.

11. **Inspection.** This Agreement and Plan of Merger, as approved by Connecticut Corporation and Florida Corporation, is on file at the offices of Florida Corporation.

12. **Copies.** Florida Corporation shall furnish a copy of the Agreement and Plan of Merger to any shareholder of Connecticut Corporation, or Florida Corporation, upon request and without cost to such Shareholder.

13. **Entire Agreement.** This Agreement and Plan of Merger constitutes the entire agreement between the parties with respect to the subject matter hereof, and no representation with reference thereto exist between the parties hereto with respect to the subject matter hereof, and no representations with reference thereto exist between the parties except as herein expressly set forth. This Agreement may not be amended or modified except in a writing signed by all the parties.

14. **Severability.** If any term, covenant, condition or provision hereof is illegal, or the application thereof to any person or entity or in any circumstance shall, to any extent, be invalid or unenforceable, the remainder of this Agreement or the application of such terms, covenants,

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conditions or provisions to persons or entities or in circumstances other than those with respect to which it is held invalid or unenforceable, should not be affected thereby, and each term, covenant and provision of this Agreement and Plan of Merger shall be valid and enforceable to the fullest extent permitted by law.

15. **No Assignment.** Neither this Agreement and Plan of Merger nor any right, title, interest or obligation hereunder may be assigned or otherwise transferred by either party without the prior written consent of the other party.

16. **Governing Law.** Except to the extent that the law of the State of Connecticut (including the provisions of the Connecticut Business Corporation Act) shall be mandatorily applicable to the Merger and the rights of the Shareholders of Connecticut Corporation, this Agreement and Plan of Merger shall be deemed to be made in and all respects shall be interpreted, construed and governed by and in accordance with the law of the State of Florida without regard to conflict of law principles.