

PIS 000100806

Florida Department of State
Division of Corporations
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To: Division of Corporations
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MERGER OR SHARE EXCHANGE

Cole Expos, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	5
Estimated Charge	\$70.00

12/29/15
1/1/16

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ARTICLES OF MERGER

THE FOLLOWING Articles of Merger are submitted in accordance with Section 607.1105, Florida Statutes.

ARTICLE I

The exact name and jurisdiction of the Merging Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
COLE, INC. Entity ID: C040733	WISCONSIN

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CLERK OF COURT
JANET L. BROWN

ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
COLE EXPOS, INC. Document No. P15000100806	FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each corporation that is a party to the merger in accordance with the provisions of Chapters 607, Florida Statutes. The Sole Director and Sole Shareholder of the Surviving Entity and the Sole Director and Sole Shareholder of the Merging Entity have approved the Plan of Merger, and the Sole Shareholder of the Merging Entity and the Sole Shareholder of the Surviving Entity have waived all notice requirements.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Incorporation of the Surviving Entity or the Merging Entity.

ARTICLE V

The effective date of this merger shall be the later of: (i) January 1, 2016; or (ii) the date of filing of these Articles of Merger with the Florida Department of State, Division of Corporations.

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IN WITNESS WHEREOF, these Articles of Merger are executed this 18th day of December, 2015.

SURVIVING ENTITY:

COLE EXPOS, INC.,
a Florida corporation

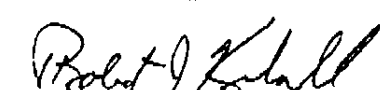


Robert J. Kendall, President

Dated: December 18, 2015

MERGING ENTITY:

COLE, INC.,
a Wisconsin corporation



Robert J. Kendall, President

Dated: December 18, 2015

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Section 607.1101, Florida Statutes.

RECITALS:

WHEREAS, COLE, INC., a Wisconsin corporation (the "Merging Entity") desires to merge with and into COLE EXPOS, INC., a Florida corporation (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the shareholders of the Surviving Entity and the Merging Entity have determined that it is advisable that the Merging Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each entity that is a party to the merger is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
COLE, INC. Document No. C040733 (Merging entity)	WISCONSIN
COLE EXPOS, INC. Document No. P15000100806 (Surviving entity)	FLORIDA

ARTICLE II

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be January 1, 2016.
2. On the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity. The separate existence of the Merging Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida or any other state.

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3. The Articles of incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity.

5. Because the shareholders and share ownership of Surviving Entity and the Merging Entity are identical, there shall be no conversion of the shares of stock of the Merging Entity, nor any payment therefor. The shares of stock of the Merging Entity shall cease to exist on the Effective Date of the merger, and the share ownership of the Surviving Entity shall continue unchanged.

ARTICLE III

The name and address of the President of the Surviving Entity is:

Robert J. Kendall
3 Hibiscus Drive
Punta Gorda, FL 33950

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 18th day of December, 2015.

SURVIVING ENTITY:

COLE EXPOS, INC., a Florida
corporation


ROBERT J. KENDALL, President

Dated: December 18, 2015

MERGING ENTITY:

COLE, INC., a Wisconsin
corporation


ROBERT J. KENDALL, President

Dated: December 18, 2015

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