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(City/State/Zip/Phone #)

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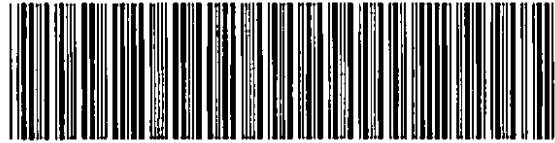
(Document Number)

Certified Copies _____

Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 13, 2017

ROSSWAY SWAN TIERNEY BARRY LACEY & OLIVER, P.L.
% JASON D. SLATER, ESQ.
2101 INDIAN RIVER BLVD - STE. 200
VERO BEACH, FL 32960

SUBJECT: UNIQUE SOLUTIONS MERGER CORP.
Ref. Number: P17000091773

We have received your document for UNIQUE SOLUTIONS MERGER CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please verify whether or not the merger should reflect a Name Change.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 417A00025220

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Unique Solutions Merger Corp.
(Name of Surviving Corporation, subject to name change effective upon Merger to Unique
Solutions of Vero Beach, Inc.)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jason D. Slater, Esq.
Rossway Swan Tierney Barry Lacey & Oliver, P.L.
2101 Indian River Blvd, Suite 200
Vero Beach, Florida 32960
j Slater@rosswayswan.com

For further information concerning this matter, please call:

Jason D. Slater, Esq. at (772) 231-4440

Filing Fee: \$70.00 (\$35.00 for each surviving and merging corporation)

X Certified Copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is required.

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
December 1, 2017

FILED
17 DEC 22 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 is Unique Solutions Merger Corp., a Florida corporation, Document Number P17000091773.

Second: The name and jurisdiction of the merging corporation is Unique Solutions, Inc., a Connecticut corporation dba in Florida as Unique Solutions of Vero Beach, Inc., Document Number F13000002749.

Third: The Plan of Merger is attached, including, the surviving corporation's pre-merger Articles of Incorporation and the Articles of Amendment to Articles of Incorporation to be effective as of the Merger.

Fourth: The merger shall become effective as of 12:00 a.m. on January 1, 2018.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger and performance of its terms were duly authorized, approved and adopted, in accordance with the surviving corporation's Articles of Incorporation and all actions required by applicable law, by the board of directors of the surviving corporation on December 1, 2017. Approval of the surviving corporations' shareholders was not required.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was duly authorized, approved and adopted by the shareholders of the merging corporation on December 1, 2017, in accordance with the merging corporation's Certificate of Incorporation and all actions required by applicable law, including the Connecticut Business Corporation Act, Sections 33-600 to 33-998, inclusive.

Seventh: SIGNATURES OF EACH CORPORATION

"Merging Corporation"

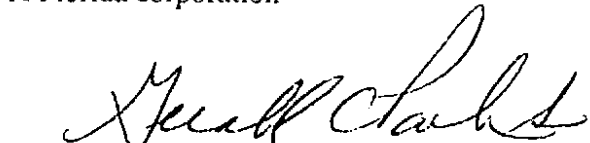
UNIQUE SOLUTIONS, INC.,
A Connecticut corporation



Gerald C. Parker, Sr. President

"Surviving Corporation"

UNIQUE SOLUTIONS MERGER CORP.
A Florida corporation



Gerald C. Parker, Sr. President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is made and entered into this 6th day of December, 2017, by and between Unique Solutions, Inc., a Connecticut corporation (referred to herein as "USI"), and Unique Solutions Merger Corp., a Florida corporation to be hereinafter formed (referred to herein as "USMC").

RECITALS

WHEREAS, USI desires to reincorporate in Florida and as part of such reincorporation desires to merge with and into USMC as the surviving corporation (the "Merger");

WHEREAS, the Merger will be effectuated pursuant to Florida and Connecticut law, each of which authorizes the merger of a Connecticut corporation with and into a Florida corporation;

WHEREAS, the directors and shareholders of USI and USMC, as applicable, in accordance with Florida and Connecticut law and the certificate and/or articles of incorporation thereof, and by resolution have duly approved this Agreement and the consummation of the Merger; and

WHEREAS, the directors recommend this Agreement for approval by the shareholders, as required by applicable law and the directors and shareholders of USI and USMC, as applicable, deem it advisable and in their best interests to consummate the Merger on the terms and conditions set forth in this Agreement.

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I MERGER

1.1 The Merger.

a. The Recitals set forth above being true and correct are hereby incorporated by reference as if set forth fully herein. On January 1, 2018, USI shall merge with and into USMC, with USMC as the surviving corporation. USMC shall file articles of merger substantially in the form of Exhibit "A" hereto (the "Articles of Merger") with the Secretary of State of the State of Florida and USI and USMC shall make such other filings or recordings as may be required by both Connecticut and Florida law in connection with the Merger. The Merger shall become effective at 12:00 a.m. on January 1, 2018 (the "Effective Time").

b. At the Effective Time, USI shall be merged with and into USMC in accordance with applicable law, whereupon the separate existence of USI shall cease, USMC shall be the surviving corporation in the Merger (the "Surviving Corporation"); and USI's

Withdrawal of Authority to Transact Business in Florida attached hereto as Exhibit "B" and incorporated herein by reference, shall be effective immediately prior to the Effective Time.

1.2 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action, each share of USI issued and outstanding immediately prior to the Effective Time shall be changed and converted into and exchanged for an equal number of shares of the Surviving Corporation. After the Effective Time each holder of an outstanding certificate representing shares of USI may, at such shareholder's option, surrender the same for cancellation to the Surviving Corporation, and each such holder shall be entitled to receive in exchange therefor a certificate representing the number of shares into which the surrendered shares were converted as the Effective Time. Until so surrendered, each outstanding certificate theretofore representing shares of USI shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's capital stock into which such shares of USI capital stock were converted in the Merger.

ARTICLE II THE SURVIVING CORPORATION

2.1 Articles of Incorporation. The Articles of Incorporation of USMC which are attached hereto as Exhibit "C", and which will be and remain in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation as of the Effective Time until thereafter amended as provided therein or by applicable law; provided, however, that the Articles of Amendment to Articles of Incorporation of USMC attached hereto as Exhibit "D" and incorporated herein by reference, changing the name of the Surviving Corporation to Unique Solutions of Vero Beach, Inc., shall be effective as of the Effective Time.

2.2 Directors & Officers. The directors and officers of USMC immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation immediately as of the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law and the Surviving Corporation's Articles of Incorporation and Bylaws.

2.3 Bylaws. The Bylaws of USMC as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

3.1 Transfer, Conveyance and Assumption. At the Effective Time, USMC shall continue in existence as the Surviving Corporation, and without further transfer, succeed to and possess all of the rights, privileges and powers of USI and all of the assets and property of whatever kind and character of USI shall vest in the Surviving Corporation without further act or deed; thereafter, USMC, as the Surviving Corporation, shall be liable for all of the liabilities and

obligations of USI, and any claim or judgment against USI may be enforced against USMC, as the Surviving Corporation, in accordance with applicable law.

ARTICLE IV TERMINATION

4.1 **Termination.** This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by mutual written consent of USI and USMC.

4.2 **Effect of Termination.** If this Agreement is terminated pursuant to Section 4.1, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V MISCELLANEOUS

5.1 **No Waivers.** No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

5.2 **Successors and Assigns.** The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. No party may assign, delegate or otherwise transfer any of its rights or obligations under this Agreement without the consent of the other parties hereto.

5.4 **Governing Law.** This Agreement shall be construed in accordance with and governed by the laws of the State of Florida, without giving effect to principles of conflicts of law.

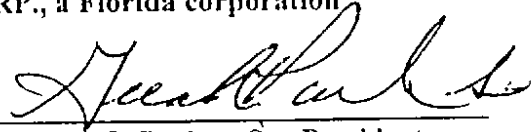
5.5 **Severability.** If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon such a determination, the parties shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in an acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the fullest extent possible.

5.6 **Counterparts; Effectiveness.** This Agreement may be signed in any number of electronic counterparts with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their authorized representatives as of the day and year first written above.

"USMC" and "Surviving Corporation"

UNIQUE SOLUTIONS MERGER
CORP., a Florida corporation

By: 
Gerald C. Parker, Sr., President

"USI"

UNIQUE SOLUTIONS, INC.,
a Connecticut corporation

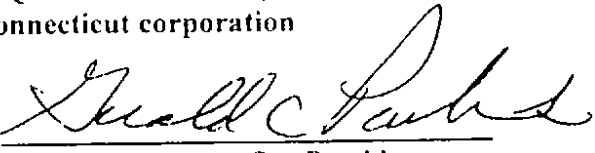
By: 
Gerald C. Parker, Sr., President

EXHIBIT "A"
ARTICLES OF MERGER

ARTICLES OF MERGER

December 1, 2017

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 is Unique Solutions Merger Corp., a Florida corporation, Document Number P17000091773.

Second: The name and jurisdiction of the merging corporation is Unique Solutions, Inc., a Connecticut corporation dba in Florida as Unique Solutions of Vero Beach, Inc., Document Number F13000002749.

Third: The Plan of Merger is attached, including, the surviving corporation's pre-merger Articles of Incorporation and the Articles of Amendment to Articles of Incorporation to be effective as of the Merger.

Fourth: The merger shall become effective as of 12:00 a.m. on January 1, 2018.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger and performance of its terms were duly authorized, approved and adopted, in accordance with the surviving corporation's Articles of Incorporation and all actions required by applicable law, by the board of directors of the surviving corporation on December 1, 2017. Approval of the surviving corporations' shareholders was not required.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was duly authorized, approved and adopted by the shareholders of the merging corporation on December 1, 2017, in accordance with the merging corporation's Certificate of Incorporation and all actions required by applicable law, including the Connecticut Business Corporation Act, Sections 33-600 to 33-998, inclusive.

Seventh: SIGNATURES OF EACH CORPORATION

"Merging Corporation"

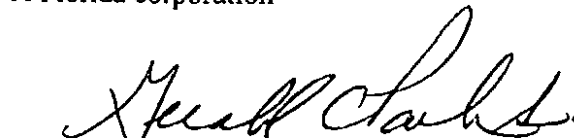
UNIQUE SOLUTIONS, INC.,
A Connecticut corporation



Gerald C. Parker, Sr. President

"Surviving Corporation"

UNIQUE SOLUTIONS MERGER CORP.
A Florida corporation



Gerald C. Parker, Sr. President

EXHIBIT "B"

**WITHDRAWAL OF AUTHORITY TO
TRANSACTION BUSINESS IN FLORIDA**

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO
TRANSACTION BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Name of Corporation: Unique Solutions, Inc.

Document Number: F13000002749

Incorporated under Laws of: Connecticut

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business and conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is the current mailing address for the corporation:

1319 River Club Drive
Vero Beach, Florida 32963

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

UNIQUE SOLUTIONS, INC.,
A Connecticut corporation

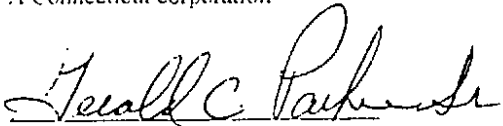

Gerald C. Parker, Sr. President

EXHIBIT "C"

**SURVIVING CORPORATION
ARTICLES OF INCORPORATION**

(((H17000301418 3)))

**ARTICLES OF INCORPORATION
OF
UNIQUE SOLUTIONS MERGER CORP.**

ARTICLE ONE

The name of this corporation is **Unique Solutions Merger Corp.** (hereinafter referred to as the "Corporation").

ARTICLE TWO

The name and address of the Incorporator and registered agent of the Corporation in the State of Florida is:

Rossway Swan Tierney Barry Lacey & Oliver, P.L.
Attn: Jason D. Slater, Esq.
2101 Indian River Blvd, Suite 200,
Vero Beach, Florida, 32960.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE FOUR

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.0001 per share (the "Common Stock").

ARTICLE FIVE

The principal office and mailing address of the Corporation is:

1319 River Club Drive
Vero Beach, Florida 32963

ARTICLE SIX

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by these Articles of Incorporation or the Bylaws of the Corporation, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of Directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

(((H17000301418 3)))

((H17000301418 3)))

ARTICLE SEVEN

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the Shareholders of this Corporation are granted subject to this reservation.

ARTICLE EIGHT

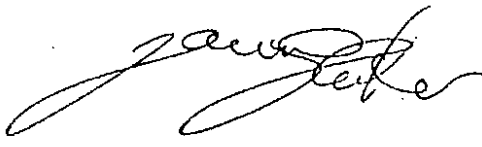
To the fullest extent permitted by the Florida Business Corporation Law, a Director of this Corporation shall not be liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director. Any repeal or modification of the foregoing provisions of this ARTICLE EIGHT by the Shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the laws of the State of Florida, do make, file, and record these Articles of Incorporation, do certify that the facts herein stated are true, and accordingly, have hereto set my hand this 8th day of November, 2017.

"Incorporator"

ROSSWAY SWAN TIERNEY BARRY LACEY &
OLIVER, P.L.

By:



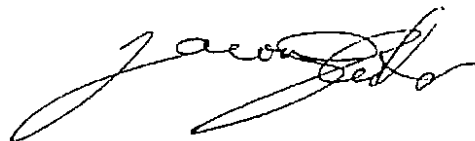
Jason D. Slater, Esq.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

"Registered Agent"

ROSSWAY SWAN TIERNEY BARRY LACEY &
OLIVER, P.L.

By:



Jason D. Slater, Esq.

((H17000301418 3)))

EXHIBIT "D"

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION**

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
UNIQUE SOLUTIONS MERGER CORP.**
a Florida Corporation

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation, with such amendment to be effective as of 12:00 a.m. January 1, 2018:

The FIRST ARTICLE is deleted in its entirety and replaced with the following:

"The name of the Corporation is: Unique Solutions of Vero Beach, Inc. (hereinafter referred to as the Corporation")."

This amendment was adopted and approved by the board of directors without shareholder action and shareholder action was not required.

Dated: 12/6, 2017

UNIQUE SOLUTIONS MERGER CORP.,
a Florida corporation

By: 
Gerald C. Parker, Sr., President