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**MERGER OR SHARE EXCHANGE
DPI Opportunity Fund, Inc.**

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**ARTICLES OF SHARE EXCHANGE
BETWEEN
DPI OPPORTUNITY FUND, INC.
AND
DISPENSER PACKAGING, INC.**

DPI Opportunity Fund, Inc., a Florida corporation (the "Acquiring Company"), pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), hereby delivers these Articles of Share Exchange (these "Articles") to the Florida Department of State for filing. For purposes of complying with the applicable provisions of the Act with respect to the share exchange between the Acquiring Company and Dispenser Packaging, Inc., a Florida corporation ("DPI"), each of the Acquiring Company and DPI has caused its duly authorized officers to execute and deliver these Articles, and to acknowledge, certify and state under penalty of perjury, the following:

ARTICLE I

**NAMES, PRINCIPAL ADDRESSES AND JURISDICTIONS
OF THE CONSTITUENT CORPORATIONS**

The name, principal address and jurisdiction of each of the constituent corporations involved in the Share Exchange are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Document Number</u>
<i>DPI:</i> Dispenser Packaging, Inc. 3810 Drane Field Rd. Suite 1 Lakeland, Florida 33811	Florida	Corporation	P18000059600
<i>Acquiring Company:</i> DPI Opportunity Fund, Inc. 3810 Drane Field Rd. Suite 1 Lakeland, Florida 33811	Florida	Corporation	P19000050888

ARTICLE II

PLAN OF SHARE EXCHANGE

Each of DPI and the Acquiring Company adopted, approved, authorized, confirmed, consented to and ratified that certain Plan of Share Exchange, dated as of June 26, 2019, a copy of which is attached hereto as Exhibit A (the "Plan of Share Exchange"), in accordance with the applicable provisions of the Act.

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ARTICLE III

EFFECTIVE DATE AND TIME

The Share Exchange will be effective as of 12:01 a.m. on the date of filing of these Articles of Share Exchange.

ARTICLE IV

APPROVALS

4.1 DPL

(a) Pursuant to Section 607.1102 and Section 607.1103(2)(a) of the Act, DPI's Board of Directors adopted, approved, authorized, confirmed, consented to and ratified the Share Exchange, the Plan of Share Exchange and these Articles by Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting dated June 26, 2019, and therein recommended the Plan of Share Exchange to DPI's Shareholders.

(b) Pursuant to Section 607.1103(2)(b) and Section 607.1103(5) of the Act, a majority of all the votes entitled to be cast on the Plan of Share Exchange by each class of DPI shares entitled to vote on the Plan of Share Exchange adopted, approved, authorized, confirmed, consented to and ratified the Share Exchange, the Plan of Share Exchange and these Articles by Written Consent of the Shareholders in Lieu of a Special Meeting effective June 26, 2019.

4.2 The Acquiring Company.

(a) Pursuant to Section 607.1102 of the Act, the Acquiring Company's Board of Directors adopted, approved, authorized, confirmed, consented to and ratified the Share Exchange, the Plan of Share Exchange and these Articles by Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting dated June 26, 2019.

(b) Pursuant to Section 607.1103 of the Act, the shareholders of the Acquiring Company are not required to approve the Share Exchange because the Acquiring Company is the "acquiring corporation" in the Share Exchange.

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The constituent corporations have caused these Articles to be executed and delivered by their respective duly authorized officers.

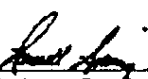
DPI:

DISPENSER PACKAGING, INC.

By: 
H. Russell Spivey, Jr., President

ACQUIRING COMPANY:

DPI OPPORTUNITY FUND, INC.

By: 
H. Russell Spivey, Jr., President

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EXHIBIT A

Plan of Share Exchange

See attached.

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PLAN OF SHARE EXCHANGE**DATED AS OF JUNE 26, 2019****1.1 Share Exchange.**

(a) At the Effective Time (as defined in Section 1.2), and pursuant to the provisions contained in this Plan of Share Exchange and Section 607.1102 of the Florida Business Corporation Act (the "Act"), DPI Opportunity Fund, Inc., a Florida corporation (the "Acquiring Company"), will acquire all of the outstanding shares of Dispenser Packaging, Inc. ("DPI"), a Florida corporation (the "Share Exchange").

(b) At the Effective Time, by virtue of the Share Exchange and without any further action on the part of DPI or the Acquiring Company (other than the issue of a share certificate in accordance with DPI's Bylaws), all of DPI's outstanding shares of capital stock (consisting of 237,501 shares of common stock) will be acquired by the Acquiring Corporation, which thereafter will be the sole shareholder of DPI.

(c) At the Effective Time, by virtue of the Share Exchange and without any further action on the part of DPI or the Acquiring Company (other than the issue of share certificates in accordance with the Acquiring Company's Bylaws), each share of DPI common stock exchanged in the Share Exchange pursuant to Section 1.1(b) will receive one (1) share of the Acquiring Company's common stock.

1.2 Effective Time of the Share Exchange.

The Share Exchange will be effective as of 12:01 a.m. on the date of filing of the Articles of Share Exchange (the "Effective Time").

1.3 Effect of the Share Exchange.

Except as expressly provided elsewhere in this Plan of Share Exchange, DPI and the Acquiring Company will be affected by the Share Exchange in the manner provided by the Act. For the avoidance of doubt, the separate existence of DPI and the Acquiring Company will not be affected by the Share Exchange.

1.4 Articles of Incorporation of the Parties.

The Articles of Incorporation of each of DPI and the Acquiring Company, as in effect immediately prior to the Effective Time, will remain unchanged as a result of the Share Exchange.

1.5 Directors and Officers of the Parties.

The directors and officers of each of DPI and the Acquiring Company, in office immediately prior to the Effective Time, will remain unchanged as a result of the Share Exchange.

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