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**MERGER OR SHARE EXCHANGE
MANAGED ACCOUNT SERVICES, INC.**

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ARTICLES OF MERGER
OF
MANAGED ACCOUNT SERVICES, INC.
(A Florida corporation)

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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 are as follows:

Managed Account Services, Inc., a Florida corporation, Document Number P93000006568.

SECOND: The name and jurisdiction of the merging corporation are as follows:

Investor Solutions, Inc., a Florida corporation, Document Number P00000107118.

THIRD: The plan of merger is attached.

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

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on 4/2, 2014.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/2, 2014.

SEVENTH: SIGNATURES FOR EACH CORPORATION


SURVIVING CORPORATION:

MERGING CORPORATION:

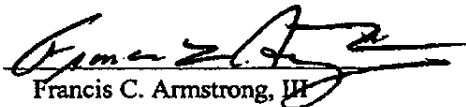
MANAGED ACCOUNT SERVICES, INC.

INVESTOR SOLUTIONS, INC.

By:


Francis C. Armstrong, III
President

By:


Francis C. Armstrong, III
President

PLAN AND AGREEMENT OF MERGER

2nd THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of April 2, 2014, is entered into by and between Managed Account Services, Inc., a Florida corporation ("MAS"), and Investor Solutions, Inc., a Florida corporation ("ISI").

WITNESSETH:

WHEREAS, MAS is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of MAS consists of 100 shares of Common Stock, no par value (the "MAS Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, ISI is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of ISI consists of 100 shares of Common Stock, no par value (the "ISI Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of MAS and ISI deem it advisable and in the best interests of their respective corporations and stockholders to have ISI merge with and into MAS pursuant to this Agreement and the applicable provisions of the laws of the State of Florida and in a transaction which will qualify as a "reorganization" under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors and stockholders of each of ISI and MAS have approved this Agreement and the Merger contemplated hereby;

WHEREAS, MAS and ISI and their respective shareholders believe it is advisable and in their mutual interests that MAS carry on and continue the historic business of ISI after the Merger.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1
THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida, ISI shall merge with and into MAS, with MAS being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2
EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Exhibit A hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof ISI shall be merged with and into MAS as the Surviving Corporation, and the separate corporate existence of ISI shall cease. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of MAS as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of MAS in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of MAS immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(c) Name of Surviving Corporation. On the Effective Date of the Merger, the name of MAS shall remain the same.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(d) MAS Shares. Each share of MAS Common Stock issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, no par value, of the Surviving Corporation.

(e) Cancellation of ISI Shares. Upon the Effective Date of the Merger, each share of ISI Common Stock, which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(f) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(g) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

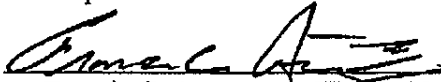
(h) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(i) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

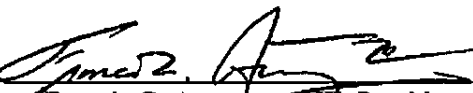
(j) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

MANAGED ACCOUNT SERVICES INC., a
Florida corporation

By: 
Francis C. Armstrong, III, President

INVESTOR SOLUTIONS, INC., a Florida
corporation

By: 
Francis C. Armstrong, III, President