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**MERGER OR SHARE EXCHANGE
TOP CUT LAWN SERVICES INC.**

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ARTICLES OF MERGER OF
D.J.M.J. MANAGEMENT, INC.,
a Florida corporation,
with and into
TOP CUT LAWN SERVICES, INC.,
a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act"), D.J.M.J. Management, Inc., a Florida corporation (the "Corporation"), and Top Cut Lawn Services, Inc., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Corporation with and into the Surviving Corporation.

1. The Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated effective as of December 31, 2016 (the "Plan of Merger").

2. The name of the surviving entity shall be "Top Cut Lawn Services, Inc."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by those shareholders of the Corporation owning a majority voting interest in accordance with Section 607.1103 of the Florida Business Corporation Act, and by those shareholders owning a majority voting interest of the Surviving Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act.

4. This merger shall become effective as of December 31, 2016, after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 6723 Park Lane West, Lake Worth, Florida 33449.

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6. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Corporation and any member of the Surviving Corporation.

IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the Corporation and the Surviving Corporation by their authorized representatives on December 28, 2016.

D.J.M.J. Management, Inc.

By: 

Stephen Miller, President

Top Cut Lawn Services, Inc.

By: 

Stephen Miller, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 31, 2016, is made by and between D.J.M.J. Management, Inc., a Florida corporation (the "Corporation"), and Top Cut Lawn Services, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the parties desire that the Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving entity, in accordance with Section 607.1106 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger and Section 607.1106 of the Florida Corporation Act, on the Effective Date (as defined below), the Corporation shall simultaneously be merged with and into the Surviving Corporation (the "Merger"), the separate existence of the Corporation shall cease, and the Surviving Corporation shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Corporation and the Surviving Corporation are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

Top Cut Lawn Services, Inc.
6723 Park Lane West
Lake Park West, Florida 33467

2. The Merger shall become effective as of December 31, 2016, after the filing of the Articles of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

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4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the shareholders of the Corporation shall be automatically converted into the same rights, percentage voting interest and stock interest in the Surviving Corporation.

5. The Articles of Incorporation filed on behalf of the Surviving Corporation with Secretary of State of Florida on March 29, 2006 (the "Articles of Incorporation") and the Bylaws shall be the Articles of Incorporation and Bylaws, respectively, for the Surviving Entity.

6. The Surviving Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger.

7. The officers and directors of the Corporation and the officers and directors of the Surviving Corporation may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida Corporation Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Corporation:

D.J.M.J. Management Services, Inc., a Florida corporation

By: 

Stephen Miller, its President

Surviving Corporation:

Top Cut Lawn Services, Inc., a Florida corporation

By: 

Stephen Miller, its President

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EXHIBIT A

ARTICLES OF MERGER

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ARTICLES OF MERGER OF**D.J.M.J. MANAGEMENT, INC.,
a Florida corporation,
with and into
TOP CUT LAWN SERVICES, INC.,
a Florida corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act"), D.J.M.J. Management, Inc., a Florida corporation (the "Corporation"), and Top Cut Lawn Services, Inc., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Corporation with and into the Surviving Corporation.

1. The Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated effective as of December 31, 2016 (the "Plan of Merger").

2. The name of the surviving entity shall be "Top Cut Lawn Services, Inc."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by those shareholders of the Corporation owning a majority voting interest in accordance with Section 607.1103 of the Florida Business Corporation Act, and by those shareholders owning a majority voting interest of the Surviving Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act.

4. This merger shall become effective as of December 31, 2016, after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

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6. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Corporation and any member of the Surviving Corporation.

IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the Corporation and the Surviving Corporation by their authorized representatives on December 28, 2016.

D.J.M.J. Management, Inc.

By: 

Stephen Miller, President

Top Cut Lawn Services, Inc.

By: 

Stephen Miller, President

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