

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

The Doyle Group, Inc.

Certificate of Status	0
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ARTICLES OF MERGER
of
PROTECTION PLAN, INC.,
a Florida corporation
with and into
THE DOYLE GROUP, INC.,
a Florida corporation
with
THE DOYLE GROUP, INC.,
a Florida corporation
(being the surviving corporation)

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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: Protection Plan, Inc., a Florida corporation with a document number of P10000026114 assigned to such corporation by the Florida Division of Corporations shall be a merged corporation (the "*Disappearing Corporation*").

SECOND: The Doyle Group, Inc., a Florida corporation with a document number of P95000031469 assigned to such corporation by the Florida Division of Corporations shall be the surviving corporation (the "*Surviving Corporation*").

THIRD: The Plan of Merger (the "*Plan of Merger*") between Disappearing Corporation and the Surviving Corporation is attached hereto as EXHIBIT A.

FOURTH: The Plan of Merger was approved by the shareholders of Disappearing Corporation pursuant to Chapter 607, Florida Statutes, on the 16th day of July, 2018.

FIFTH: The Plan of Merger was approved by the shareholders of Surviving Corporation pursuant to Chapter 607, Florida Statutes, on the 16th day of July, 2018.

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

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IN WITNESS WHEREOF, these Articles of Merger were executed by the undersigned as
of the 11th day of JULY, 2018.

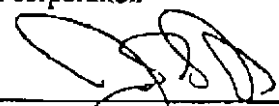
DISAPPEARING CORPORATION:

PROTECTION PLAN, INC.,
a Florida corporation

By: 
Joseph J. Doyle, Jr., as President

SURVIVING CORPORATION:

THE DOYLE GROUP, INC.,
a Florida corporation

By: 
Joseph J. Doyle, Jr., as President

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EXHIBIT A

PLAN OF MERGER
of
PROTECTION PLAN, INC.,
a Florida corporation
with and into
THE DOYLE GROUP, INC.,
a Florid corporation
with
THE DOYLE GROUP, INC.,
a Florida corporation
(being the surviving corporation)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

WHEREAS, the Board of Directors of Protection Plan, Inc., a Florida corporation (the "*Disappearing Corporation*"), and The Doyle Group, Inc., a Florida corporation (the "*Surviving Corporation*"), deem it advisable and in the best interest of Disappearing Corporation and Surviving Corporation and their respective shareholders to merge Disappearing Corporation with and into Surviving Corporation, with Surviving Corporation as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Disappearing Corporation and Surviving Corporation shall be merged with and into a single corporation, with Surviving Corporation being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of Disappearing Corporation shall cease.
2. The Certificate of Incorporation for Surviving Corporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.
3. The Bylaws of Surviving Corporation shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.
4. The following individual shall serve as the sole member of the Board of Directors of Surviving Corporation from and after the Effective Date of the merger until his successor is elected and qualified or at his earlier resignation or removal:

Joseph D. Doyle, Jr.

5. The following individuals shall serve as the officers of the Corporation to serve in the position opposite his name, to serve as such until his successors are chosen and qualified or their earlier resignation or removal:

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Joseph D. Doyle, Jr.

Co-Chief Executive Officer, President,
Secretary and Treasurer

Nicholas J. Doyle

Co-Chief Executive Officer

6. From and after the Effective Date, (i) each issued and outstanding share of common stock of Disappearing Corporation immediately prior to the Effective Date shall be cancelled and the certificates surrendered; and (ii) each issued and outstanding share of common stock of Surviving Corporation immediately prior to the Effective Date shall remain outstanding and shall represent one (1) share of the surviving corporation.

7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and upon a majority vote of the Board of Directors of Disappearing Corporation and Surviving Corporation, and approval of the shareholders of Disappearing Corporation and Surviving Corporation to the extent any such amendment adversely affects the shareholders or changes the Article of Incorporation of the surviving corporation.

8. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of Disappearing Corporation and Surviving Corporation.

9. From and after the Effective Date: (a) Surviving Corporation shall possess all the rights privileges, powers and franchises of each of Surviving Corporation and Disappearing Corporation; (b) all property of each Surviving Corporation and Disappearing Corporation (real, personal, intangible and mixed) and all debts due to either of Surviving Corporation or Disappearing Corporation on whatever account and all and every other interest of Surviving Corporation or Disappearing Corporation shall be vested in Surviving Corporation and shall be thereafter the property of Surviving Corporation; (c) all rights of creditors and all liens upon any property of Surviving Corporation and/or Disappearing Corporation, including but not limited to the rights and liens of any lender to Disappearing Corporation shall be preserved unimpaired; (d) all debts liabilities, obligations and duties of each of Surviving Corporation and Disappearing Corporation, including but not limited to the debts, liabilities, obligations and duties of Disappearing Corporation to any lender, shall thenceforth attach to Surviving Corporation and may be enforced against Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by Surviving Corporation; and (e) all other effects of the merger specified in the Florida Business Corporation Act shall result therefrom.

If at any time, Surviving Corporation shall determine or be advised that any further assignments or actions are necessary or desirable to vest in Surviving Corporation, according to the terms thereof, the title to any property or rights of Disappearing Corporation, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of Surviving Corporation and Disappearing Corporation shall and will, as necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in Surviving Corporation, to secure the rights of any

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creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger.

10. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State (the "*Effective Date*").

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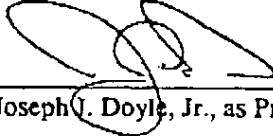
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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the
16th day of July, 2018.


DISAPPEARING CORPORATION:

PROTECTION PLAN, INC.,
a Florida corporation

By: 
Joseph J. Doyle, Jr., as President

SURVIVING CORPORATION:

THE DOYLE GROUP, INC.,
a Florida corporation

By: 
Joseph J. Doyle, Jr., as President

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