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Florida Department of State  
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Account Number : 110450000714  
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**MERGER OR SHARE EXCHANGE  
R.K. INVESTMENTS II, INC.**

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## ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R.K. Investments II, Inc.	Nevada	C6978-1998

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MJW Associates, Inc.	Florida	P97000022002

Third: The Plan of Merger is attached.

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

OR 10/31/12 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 10/31/12.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

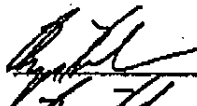
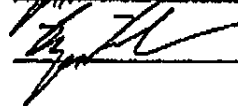
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 10/31/12.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleMJW Associates, Inc.Roger L. Koch, PresidentR.K. Investments II, Inc.Roger L. Koch, President

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**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of October 31, 2012 by and between MJW ASSOCIATES, INC., a Florida corporation (the "Non-Surviving Entity"), and R.K. INVESTMENTS II, INC., a Nevada corporation (the "Surviving Entity").

WHEREAS, the Non-Surviving Entity and the Surviving Entity wish to enter into a plan of merger, pursuant to which the Non-Surviving Entity will merge with and into the Surviving Entity.

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

Non-Surviving Entity. The name and jurisdiction of formation of the Non-Surviving Entity is as follows:

**Name of Entity****State of Formation**

MJW ASSOCIATES, INC.

Florida

Surviving Entity: The name and jurisdiction of formation of the Surviving Entity is as follows:

**Name of Entity****State of Formation**

R.K. INVESTMENTS II, INC.

Nevada

The Merger. Subject to the terms and conditions of this Agreement and in accordance with the provisions of the Florida Business Corporation Act pursuant to Section 607.1105 of the Florida Statutes (the "Act") and the Nevada Revised Statutes Chapter 92A (the "NRS"), at the Effective Date (as hereinafter defined), the Non-Surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-Surviving Entity shall cease and the Surviving Entity shall be the sole surviving entity of the Merger.

Effective Date and Time of the Merger. The Merger shall become effective as of the date of the filing of a Certificate of Merger with the Secretary of State of the State of Nevada (the "Effective Date").

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**Treatment of Shares.**

Each Share of the Non-Surviving Entity existing immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

Each Share of the Surviving Entity, regardless of class, issued and outstanding immediately prior to the Effective Time shall continue to exist without any action on the part of the holder thereof. The total Shares outstanding post-conversion are 100.

**Effects of the Merger.** At and after the Effective Date, the Merger shall have the effects set forth in the NRS.

**Organizational Documents of the Surviving Entity.** Upon the Effective Date, the Articles of Incorporation and other organizational documents of the Surviving Entity in effect immediately prior to the Merger shall be the Articles of Incorporation and other organizational documents of the Surviving Entity.

**Governing Law.** This Agreement shall be governed by the laws of the State of Nevada.

**Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.


*[Signatures appear on following page]*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of  
the date first written above.

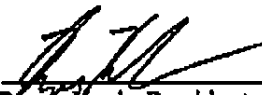
**NON-SURVIVING ENTITY:**

MJW ASSOCIATES, INC., a Nevada  
corporation

By:   
Roger Koch, President

**SURVIVING ENTITY:**

R.K. INVESTMENTS II, INC., a Nevada  
corporation

By:   
Roger Koch, President