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MERGER OR SHARE EXCHANGE CRM SOLUTIONS, INC.

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ARTICLES OF MERGER

OF

CRM SOLUTIONS, INC.,
a Florida corporation

· INTO ·

CRM SOLUTIONS, INC.,
an Alabama corporation

This Document Prepared By:

Michael P. Johnson, Esquire
MAYNARD, COOPER & GALE, P.C.
655 Gallatin Street, SW
Huntsville, Alabama 35801
(256) 551-0171

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CRM SOLUTIONS, INC.,
a Florida corporation
INTO
CRM SOLUTIONS, INC.,
an Alabama corporation

The undersigned, CRM SOLUTIONS, INC., a corporation organized under the laws of the State of Alabama (the "Corporation"), being the surviving business entity resulting from a merger with CRM SOLUTIONS, INC., an corporation formed under the laws of the State of Florida (the "Domestic Entity") does hereby execute this instrument as required by Fla. Stat. Ann. § 607.1105, and does hereby certify and state as follows:

ARTICLE I
AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger is attached hereto as Exhibit A.

ARTICLE II
APPROVAL OF AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger between the Corporation and the Domestic Entity was approved by the shareholders of each entity on May 1, 2012.

ARTICLE III
NAME OF SURVIVING BUSINESS ENTITY

The name of the surviving or resulting business entity is CRM SOLUTIONS, INC., a corporation organized under the laws of the State of Alabama. The Corporation's principal business office shall be 4092 Memorial Parkway SW, Suite 102, Huntsville, Alabama 35802, and it certifies that it shall provide notification to the Secretary of State of any change of address.

ARTICLE IV
EFFECTIVE DATE

The effective date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, CRM SOLUTIONS, INC. has executed the foregoing
ARTICLES OF MERGER and has caused the signature of its duly authorized officer to be affixed
hereto on this the 3rd day of May, 2012.

CRM SOLUTIONS, INC.

By: Les H. Hall
Les H. Hall, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER AND CONVERSION

By and Between

CRM SOLUTIONS, INC.,
a Florida corporation

AND

CRM SOLUTIONS, INC.,
an Alabama corporation

MAYNARD, COOPER & GALE, P.C.
655 Gallatin Street, SW
Huntsville, Alabama 35801
(256) 551-0171
www.maynardcooper.com

10004149.1

AGREEMENT AND PLAN OF MERGER AND CONVERSION

THIS AGREEMENT AND PLAN OF MERGER AND CONVERSION (the "Agreement") is made and entered into as of this the 2nd day of May, 2012, by and between CRM SOLUTIONS, INC., a Florida corporation (the "CRM FL") and CRM SOLUTIONS, INC. an Alabama corporation (the "CRM AL"). Collectively CRM FL and CRM AL may sometimes be referred to hereinafter as the "Constituent Entities."

RECITALS

CRM FL is a corporation duly organized and existing under the laws of the State of Florida, having been formed on May 14, 1997. CRM AL is duly organized and existing under the laws of the State of Alabama, having been formed on May 2, 2012.

The shareholders of CRM FL and the number of shares of \$1.00 par value common stock held by each are as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Les H. Hall	5,000
Curtis R. Mitchell	5,000

The shareholders of CRM AL and the number of shares of the \$0.001 par value common stock of CRM AL held by each are as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Les H. Hall	250,000
Curtis R. Mitchell	250,000

The shareholders of CRM FL and the shareholders of CRM AL deem it to be for the benefit and advantage of each of the organizations and their respective shareholders that the organizations merge under and pursuant to the provisions of the laws of the States of Florida and Alabama, with CRM AL as the surviving entity.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree as follows:

ARTICLE I

MERGER

In accordance with the provisions of *Fla. Stat. Ann. §§ 607.1101 et. seq.*, and *Ala. Code §§ 10A-1-8.01, 10A-1-8.04*, CRM FL shall be merged with and into CRM AL (the "Merger") on the effective date set forth in ARTICLE XII below. Except as herein specifically set forth, the existence of CRM AL, with all its purposes, powers and objects, shall continue in effect unimpaired by the Merger. The identity and existence, with all the purposes, powers, and objects of CRM FL, shall be merged into CRM AL, and CRM AL, as the surviving business entity, shall be fully vested therewith. The name of the surviving business entity shall be CRM SOLUTIONS, INC. The separate existence and organization of CRM FL shall cease as soon as the Merger shall become effective as herein provided, and thereupon CRM FL and CRM AL shall be a single business entity, to wit: CRM AL (hereinafter sometimes referred to as the "Surviving Entity"). This Agreement shall continue in effect and the Merger shall become effective on the date set forth in ARTICLE XII. Immediately after approval by the shareholders of CRM FL, and the shareholders of CRM AL, the Surviving Entity shall (a) execute, deliver and file in the Office of the Secretary of State of Florida, the Articles of Merger attached hereto as Exhibit "1," and (b) execute, deliver and file with the Secretary of State for the State of Alabama, the Certificate of Merger, attached hereto as Exhibit "2."

ARTICLE II

GOVERNING CERTIFICATE OF INCORPORATION

Upon the effective date of the Merger, the Certificate of Incorporation of CRM AL shall be the Certificate of Incorporation of the Surviving Entity until the same shall thereafter be amended or repealed in accordance with law, such Certificate of Incorporation and the Bylaws of CRM AL.

ARTICLE III

GOVERNING BYLAWS

Upon the effective date of the Merger, the Bylaws of CRM AL shall be the Bylaws of the Surviving Entity until the same shall thereafter be amended or repealed in accordance with law, the Certificate of Incorporation and such Bylaws.

ARTICLE IV

ASSUMPTION OF ASSETS AND LIABILITIES

On the effective date of the Merger, the Surviving Entity shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Entities; and all of the property, real and personal, tangible and intangible, shall vest in the Surviving Entity without further act or deed; and the Surviving Entity shall be liable for all of the liabilities, obligation and penalties of each of the Constituent Entities. It is intended hereby that all rights, privileges, powers, property, liabilities and duties of the Constituent Entities shall vest in the Surviving Entity as a result of the Merger. No liability or obligation due or to become due, claim or demand for any cause existing against either entity, or any member or shareholder or employee

thereof, shall be released or impaired by such Merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Entity or any shareholder, member, or employee thereof shall abate or be discontinued by such Merger, but may be enforced, prosecuted, defended, settled or compromised as if such Merger had not occurred and the Surviving Entity may be substituted in any action or proceeding in place of either Constituent Entity.

If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Entity the title to any property or rights of the Constituent Entities, or otherwise to carry out the provisions hereof, the proper shareholders and shareholders of the Constituent Entities, as of the effective date of the Merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity, and otherwise to carry out the provisions hereof.

ARTICLE V **CONVERSION OF SHARES IN SURVIVING ENTITY**

Except as otherwise provided herein, upon the effective date of the Merger, each share of CRM FL shall be converted into 1,000,000 shares of \$0.001 par value common stock (the "Stock") of CRM AL, fully paid and non-assessable. The names of the shareholders and the number of shares of common stock owned immediately after the Merger are listed as follows:

<u>Shareholder</u>	<u>Shares</u>
Les H. Hall	250,000
Curtis R. Mitchell	250,000

ARTICLE VI **CONTINUATION OF POLICIES**

All acts, policies, plans, approvals and authorizations of CRM FL, its shareholders, officers, directors, employees and agents, which were valid and effective immediately prior to the effective date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Entity and shall be as effective and binding thereon as they were on CRM FL. The employees of CRM FL shall become the employees of the Surviving Entity and shall continue to be entitled to the same rights and benefits they enjoyed as employees of CRM FL, except as otherwise provided by the terms of this Agreement.

ARTICLE VII **APPROVALS**

This Agreement shall be submitted to the shareholders of each of the Constituent Entities as provided by the applicable laws of the State of Florida and the State of Alabama. There shall be

required for the adoption of this Agreement the vote of a majority of the shareholders of CRM FL and the vote of a majority of the shareholders of CRM AL.

ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS OF SURVIVING ENTITY

The principal place of business of the surviving entity shall be 4092 Memorial Parkway SW, Suite 102, Huntsville, Alabama 35802.

ARTICLE IX
TERMINATION OF MERGER

This Agreement and the Merger may be terminated and abandoned by unanimous written action or majority vote of the shareholders of CRM FL or by unanimous written action or majority vote of the shareholders of CRM AL prior to the Merger becoming effective. In the event of the termination and the abandonment of this Agreement and the Merger pursuant to the foregoing provisions of this ARTICLE IX, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Entities or their respective shareholders, managers, or shareholders in respect thereto.

ARTICLE X
COUNTERPARTS

This Agreement of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

ARTICLE XI
EFFECTIVE DATE

The effective date of the Merger shall be the date the Articles of Conversion are filed with the Florida Secretary of State.

ARTICLE XII
ENTIRE AGREEMENT

This Agreement and the Exhibits attached hereto constitute the entire agreement among the parties hereto. Any Exhibit attached to this Agreement shall be made a part hereof as if fully set out herein.

[Signature page to follow.]

IN WITNESS WHEREOF, each party to this Agreement of Merger, pursuant to authority has caused these presents to be executed on behalf of CRM FL and CRM AL by their shareholders, managers, and shareholders, and as of the day and year first hereinabove written.

CRM FL SYSTEMS GROUP, INC.,
a Florida corporation

By: 
Les Hall, Chief Executive Officer

CRM FL SYSTEMS GROUP, INC.,
a Alabama corporation


By: 
Les Hall, ~~Chief Executive Officer~~
President

EXHIBIT 1

FLORIDA ARTICLES OF MERGER

1764146004



ARTICLES OF MERGER

OF

CRM SOLUTIONS, INC.,
a Florida corporation

INTO

CRM SOLUTIONS, INC.,
an Alabama corporation

This Document Prepared By:

Michael P. Johnson, Esquire
MAYNARD, COOPER & GALE, P.C.
655 Gallatin Street, SW
Huntsville, Alabama 35801
(256) 551-0171

H0004144.1

**ARTICLES OF MERGER
OF
CRM SOLUTIONS, INC.,
a Florida corporation
INTO
CRM SOLUTIONS, INC.,
an Alabama corporation**

The undersigned, CRM SOLUTIONS, INC., a corporation organized under the laws of the State of Alabama (the "Corporation"), being the surviving business entity resulting from a merger with CRM SOLUTIONS, INC., an corporation formed under the laws of the State of Florida (the "Domestic Entity") does hereby execute this instrument as required by Fla. Stat. Ann. § 607.1105, and does hereby certify and state as follows:

**ARTICLE I
AGREEMENT AND PLAN OF MERGER**

The Agreement and Plan of Merger is attached hereto as Exhibit A.

**ARTICLE II
APPROVAL OF AGREEMENT AND PLAN OF MERGER**

The Agreement and Plan of Merger between the Corporation and the Domestic Entity was approved by the shareholders of each entity on May 1, 2012.

**ARTICLE III
NAME OF SURVIVING BUSINESS ENTITY**

The name of the surviving or resulting business entity is CRM SOLUTIONS, INC., a corporation organized under the laws of the State of Alabama. The Corporation's principal business office shall be 4092 Memorial Parkway SW, Suite 102, Huntsville, Alabama 35802, and it certifies that it shall provide notification to the Secretary of State of any change of address.

**ARTICLE IV
EFFECTIVE DATE**

The effective date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, CRM SOLUTIONS, INC. has executed the foregoing ARTICLES OF MERGER and has caused the signature of its duly authorized officer to be affixed hereto on this the 3rd day of May, 2012.

CRM SOLUTIONS, INC.

By: _____
Les H. Hall, President

EXHIBIT 2

ALABAMA CERTIFICATE OF MERGER

110094149.1



CERTIFICATE OF MERGER

OF

**CRM SOLUTIONS, INC.,
a Florida corporation**

INTO

**CRM SOLUTIONS, INC.,
an Alabama corporation**

This Document Prepared By:

**Michael P. Johnson, Esquire
MAYNARD, COOPER & GALE, P.C.
655 Gallatin Street, SW
Huntsville, Alabama 35801
(256) 551-0171**

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CERTIFICATE OF MERGER

The undersigned, CRM SOLUTIONS, INC., a corporation organized under the laws of the State of Alabama (the "Corporation"), being the surviving business entity resulting from a merger with CRM SOLUTIONS, INC., a corporation formed under the laws of the State of Florida (the "Foreign Entity") does hereby execute this instrument as required by *Ala. Code § 10A-1-8.02 (1975)*, and does hereby certify and state as follows:

ARTICLE I

NAME; PUBLIC OFFICE WHERE FORMATION DOCUMENT OF EACH ENTITY IS FILED

The name of each entity and public office where the formation documents of each entity is filed are as follows:

<u>Name</u>	<u>Public Office where Formation Document of Each Entity is Filed</u>
CRM SOLUTIONS, INC.	Alabama Secretary of State
CRM SOLUTIONS, INC.	Florida Secretary of State

ARTICLE II

APPROVAL OF AGREEMENT AND PLAN OF MERGER

An Agreement and Plan of Merger between the Corporation and the Foreign Entity dated on the date hereof has been approved and duly executed by the Corporation and the Foreign Entity in accordance with the laws of the State of Florida.

ARTICLE III

NAME OF SURVIVING BUSINESS ENTITY

The name of the surviving or resulting business entity is CRM SOLUTIONS, INC., a corporation organized under the laws of the State of Alabama. The Corporation's principal business office shall be 4092 Memorial Parkway SW, Suite 102, Huntsville, Alabama 35802, and it certifies that it shall provide notification to the Secretary of State of any change of address.

ARTICLE IV
EFFECTIVE DATE

The effective date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE V
LOCATION OF AGREEMENT OF MERGER

The Agreement of Merger is on file at the principal place of business of the Corporation located at 4092 Memorial Parkway SW, Suite 102, Huntsville, Alabama 35802.

ARTICLE VI
AVAILABILITY OF AGREEMENT AND PLAN OF MERGER

A copy of the Agreement and Plan of Merger will be furnished by the Corporation upon request and without cost to any shareholder of the Corporation and any shareholder of the Foreign Entity.

[Signature page to follow.]

IN WITNESS WHEREOF, CRM SOLUTIONS, INC. has executed the foregoing
CERTIFICATE OF MERGER and has caused the signature of its duly authorized officer to be
affixed hereto on this the 3rd day of May, 2012.

CRM SOLUTIONS, INC.

By: _____
Les H. Hall, Chief Executive Officer

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