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**MERGER OR SHARE EXCHANGE  
IT'S ALL GOOD ENTERPRISES, INC.**

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## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I Surviving Corporation

The name of the surviving corporation is IT'S ALL GOOD ENTERPRISES, INC., a Florida For-Profit Corporation Document Number P98000051745.

### ARTICLE II Merging Corporation

The name of the merging corporation is IABE, INC., a Florida For-Profit Corporation.

### ARTICLE III Plan of Merger

The Plan of Merger is attached.

### ARTICLE IV Effective Date

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

### ARTICLE V Adoption of Merger by Surviving Corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 6, 2012.

### ARTICLE VI Adoption of Merger by Merging Corporation

The Plan of Merger was adopted by the shareholders of the merging corporation on December 6, 2012.

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IN WITNESS WHEREOF, the parties have executed this Termination Agreement as of the date first set forth above.

IT'S ALL GOOD ENTERPRISES, INC.

IABE, INC.

By: 

Brian Conley, President

By: 

Brian Conley, President

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## PLAN OF MERGER

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.

### ARTICLE I Surviving Corporation

The name of the surviving corporation is IT'S ALL GOOD ENTERPRISES, INC., a Florida For-Profit Corporation.

### ARTICLE II Merging Corporation

The name of the merging corporation is IABE, INC., a Florida For-Profit Corporation.

### ARTICLE III Terms and Conditions of Merger

The terms and conditions of the merger are as follows:

IABE, INC. (IAB) will merge into IT'S ALL GOOD ENTERPRISES, INC. (IAG). In exchange for their shares of IAB, shareholders of IAB will receive shares in IAG. Any shareholders in IAG who are not also shareholders of IAB will receive cash in exchange for their shares of IAG.

### ARTICLE IV Conversion of Shares

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Shareholders in IT'S ALL GOOD ENTERPRISES, INC. who are also shareholders in IABE, INC. will receive two-fifths of one share in IAG per one share owned of IAB. Shareholders in IAG who do not own any equity in IAB will receive a cash payment for their shares in IAG.

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