



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

EV Group US, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
113867 EV Group, Inc.	Business corporation	Arizona
114317 EV Group US, Inc.	Business corporation	RI

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is EV Group US, Inc.
which is to be governed by the laws of the state of Rhode Island

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

- e. If the surviving entity's name has been amended via the merger, please state the new name:
EV Group, Inc.

- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) September 30, 2001

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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By NA #55
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If any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
EV Group, Inc.	300,000	NA	
EV Group US, Inc.	100	NA	

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
EV Group, Inc.	300,000	0	NA		
EV Group US, Inc.	100	0	NA		

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

EV Group US, Inc.

Print Entity Name

By: Robert H. Michaels President
Name of person signing Title of person signing

By: Robert B. Berkelhammer Secretary
Name of person signing Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 17th day of September, 2001, before me personally appeared Robert H. Michaels who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Carlita Freedman
Notary Public
My Commission Expires: 06/10/2006
Carlita Freedman
Notary Public
Rhode Island #6124
My commission expires: 06/10/2006

EV Group, Inc.

Print Entity Name

By: Robert H. Michaels President
Name of person signing Title of person signing

By: Robert B. Berkelhammer Secretary
Name of person signing Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 17th day of September, 2001, before me personally appeared Robert H. Michaels who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Carlita Freedman
Notary Public
My Commission Expires: 06/10/2006
Carlita Freedman
Notary Public
Rhode Island #6124
My commission expires: 06/10/2006

PLAN OF MERGER

This Plan of Merger is adopted by EV Group, Inc., a business corporation organized under the laws of the State of Arizona, by resolution of its Board of Directors and Shareholders on August 30, 2001, and adopted by EV Group US, Inc., a business corporation organized under the laws of the State of Rhode Island, by resolution of its Board of Directors and Shareholders on August 30, 2001.

1. EV Group, Inc. and EV Group US, Inc. shall, pursuant to the provisions of the Arizona Business Corporation Act and the provisions of the Rhode Island General Laws, be merged with and into a single corporation, to wit, EV Group US, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as the Surviving Corporation. The name of the Surviving Corporation shall be changed to EV Group, Inc. pursuant to the provisions of the laws of the jurisdiction of the State of Rhode Island, its state of organization. The separate existence of EV Group, Inc., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Arizona Business Corporation Act.

2. The Certificate of Incorporation of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said Surviving Corporation; and said Certificate of Incorporation shall continue in full force and effect, except that the name of the Surviving Corporation shall be changed to EV Group, Inc., until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

3. The bylaws of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Rhode Island.

4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall be deemed cancelled for no consideration. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the Board of Directors and Shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Arizona Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of Rhode Island.

7. In the event that the Plan of Merger shall have been approved by the Board of

Directors and Shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Arizona Business Corporation Act, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the State of Rhode Island, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona and of the State of Rhode Island, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

EV Group, Inc.

By: 

EV Group ES, Inc.

By: 

Pres.

Pres.