

Filing Fee: See Instructions

ID Number: 000524022



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

JLC Group, LLC

(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 General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] 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 state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include JLC Group, LLC as a limited liability company in Rhode Island and Michigan.

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 JLC Group, LLC which is to be governed by the laws of the state of Michigan

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:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of 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: (i) 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; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: 1299 Provincial Dr., Troy, MI 48084

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

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 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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BY [Signature] 172939

- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
- i) The name of the subsidiary corporation is _____
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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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.

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

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

JLC Group, LLC, a Rhode Island limited liability company

Print Entity Name

By: *Duohy Wang* _____ *President* _____
 Name of person signing Title of person signing

By: *Xuzheng Wang* _____ _____
 Name of person signing Title of person signing

JLC Group, LLC, a Michigan limited liability company

Print Entity Name

By: *Duohy Wang* _____ *President* _____
 Name of person signing Title of person signing

By: *Xuzheng Wang* _____ _____
 Name of person signing Title of person signing

**PLAN AND AGREEMENT OF MERGER
OF
JLC GROUP, LLC
WITH AND INTO
JLC GROUP, LLC**

JLC GROUP, LLC, a Rhode Island limited liability company, and JLC GROUP, LLC, a Michigan limited liability company, hereby agree to and adopt the following Plan and Agreement of Reorganization by Merger:

1. JLC GROUP, LLC, a Rhode Island limited liability company shall be merged with and into JLC GROUP, LLC, a Michigan limited liability company, which is hereinafter designated as the surviving limited liability company (the "Surviving Company"). JLC GROUP, LLC (Rhode Island) is hereinafter designated as the merging company (the "Merging Company"). The merger of the Merging Company with and into the Surviving Company is hereinafter referred to as the "Merger."

2. The terms and conditions of the Merger are as follows:

(a) The effective date and time of the Merger shall be February 28, 2012 at 12:00 P.M. EST.

(b) All of the units of membership interest of the Merging Company issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, automatically be cancelled.

(c) On the effective date of the Merger, the separate existence of the Merging Company shall cease (except to the extent continued by statute) and the Surviving Company shall succeed, without other transfer, to all of the rights and property of the Merging Company and shall be subject to all of the debts and liabilities of the Merging Company in the same manner as if the Surviving Company itself had incurred them.

(d) The Surviving Company will carry on business with the assets of the Merging Company as well as its own assets.

(e) The Surviving Company shall continue to operate and conduct business under the name "JLC Group, LLC".

(f) The Surviving Company shall continue to exist under and be governed by the laws of the State of Michigan.

(g) The Articles of Organization of the Surviving Company, as in effect on the effective date of the Merger, shall continue in full force and effect and shall not be changed or amended by the Merger.

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(h) The Surviving Company reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Organization the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

(i) The Operating Agreement of the Surviving Company, as such agreement exists on the effective date of the Merger, shall remain and be the Operating Agreement of the Surviving Company until altered, amended, or repealed, or until new agreement shall be adopted in accordance with the provisions thereof, the Articles of Organization, or in the manner permitted by the applicable provisions of law.

(j) From and after the effective date of the Merger Xuzheng Wang shall be the Managers of the Surviving Company and shall continue in office after the effective date of the Merger until their successors are duly elected and qualified.

3. This instrument contains the entire agreement between the parties with respect to the transaction contemplated hereby.

Executed effective as of the 28 day of February, 2012.

JLC GROUP, LLC, a Michigan Limited
Company

JLC GROUP, LLC, a Rhode Island Limited Liability
Company

By: Xuzheng Wang
Xuzheng Wang, Member

By: Xuzheng Wang
Xuzheng Wang, Member



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

KATHLYN M RASMUSSEN
100 W BIG BEAVER RD STE 385
TROY, MI 48084

LETTER OF GOOD STANDING

It appears from our records that **JLC GROUP LLC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **06/11/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

544469:10380676



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

