

**CERTIFICATE OF MERGER OF
MIDWEST COLLEGE MARKETING GROUP, INC.
WITH AND INTO
CROWN PRODUCTS, LLC**

In accordance with the provisions of Section 10A-1-8.02 of the Alabama Business and Nonprofit Entity Code, the undersigned do hereby deliver this Certificate of Merger for the purpose of merging Midwest College Marketing Group, Inc., a Michigan corporation, into Crown Products, LLC, an Alabama limited liability company and to certify the following:

1. Information on the merging entity (this is the entity which will cease to exist):

Midwest College Marketing Group, Inc. (no Alabama Entity ID Number) was formed by filing its articles of incorporation with the Michigan Department of Commerce, Corporation and Securities Bureau. The name of the entity from its articles of incorporation is Midwest College Marketing Group, Inc.

2. Information on the surviving entity (this is the entity which will continue to exist):

Crown Products, LLC (Alabama Entity ID # 471-603) was formed by filing its articles of organization in the Office of the Judge of Probate of Shelby County, Alabama on November 22, 2005, and such articles were subsequently amended by filing a Change of Registered Agent with the Secretary of State of the State of Alabama on March 12, 2010. The name of the entity from its articles of organization is Crown Products, LLC.

3. The merger shall become effective on June 30, 2015.
4. The Plan of Merger has been approved and executed by each of the entities which are to merge, in accordance with the Alabama Business and Nonprofit Entity Code.
5. A copy of the Plan of Merger is on file at the following principal address of the surviving limited liability company: 3107 Hall's Mill Road, Mobile, Alabama 36606.
6. A copy of the Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any owner of any entity which is a party to this merger.
7. The Plan of Merger amends the articles of organization of the surviving entity as follows:
 - a. The heading of the articles of organization is deleted in its entirety and replaced with the following: "ARTICLES OF ORGANIZATION OF IMAGEN BRANDS, LLC"
 - b. Section 1 of the articles of organization is deleted in its entirety and replaced with the following: "The name of the limited liability company is IMAGEN Brands, LLC."

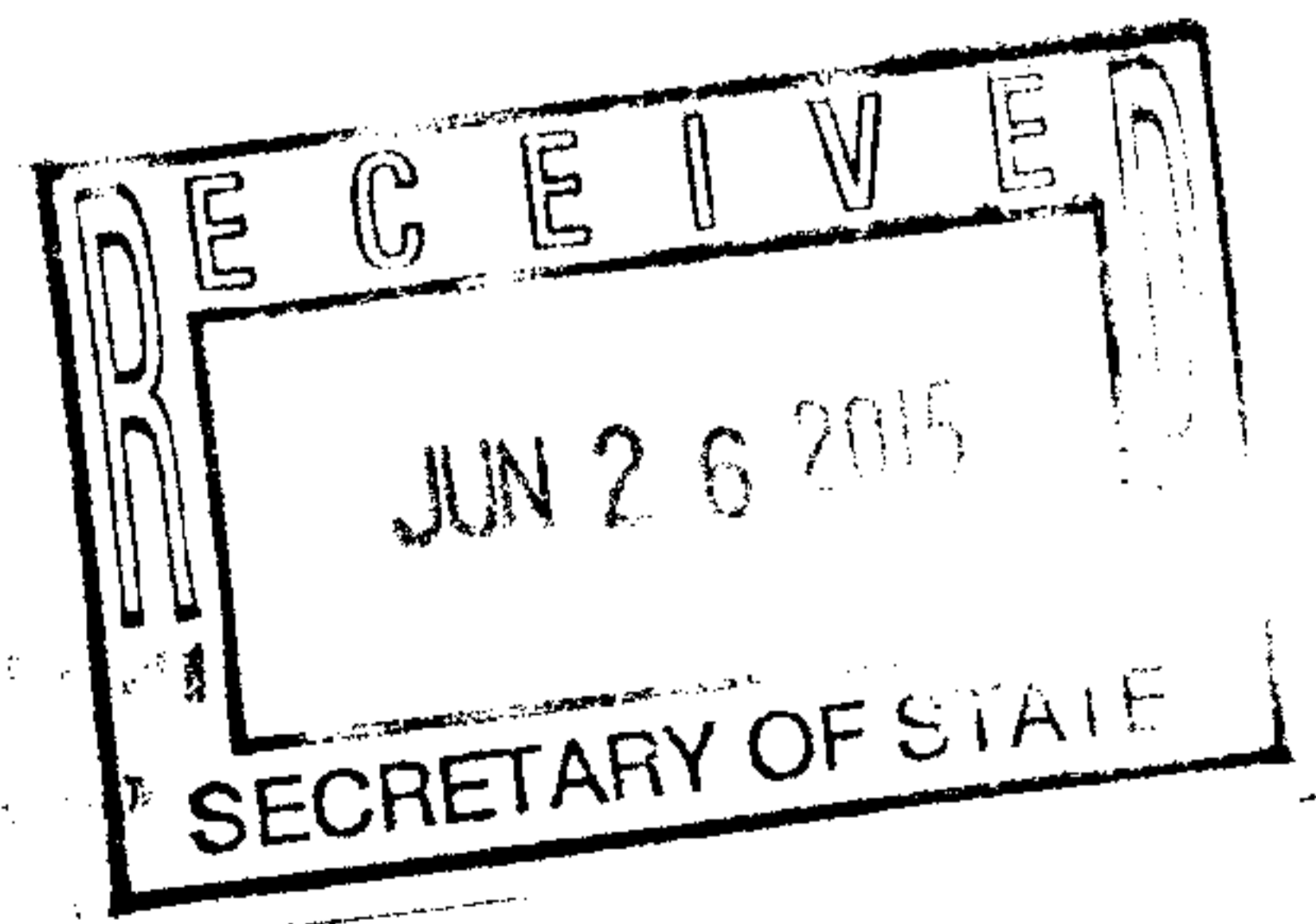
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Alabama
Sec. Of State
Merger
001-074
Date 6/26/2015
Time 17:00
150630 7 Pg
File \$100.00
Ackn \$.00
Exp \$100.00
Total \$200.00
10/002

Secretary of State
State of Alabama
I hereby certify that this is a true and complete
copy of the document filed in this office on
6/26/15
DATE 6/30/15
J. H. Merrill
Secretary of State
RAM




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Shelby Cnty Judge of Probate, AL
07/06/2015 02:26:17 PM FILED/CERT



IN WITNESS WHEREOF, each of the undersigned has caused this certificate of merger to be executed by an authorized officer on this 20th day of June, 2015.

CROWN PRODUCTS, LLC

By: EBSCO Industries, Inc., its manager and sole member

By: 

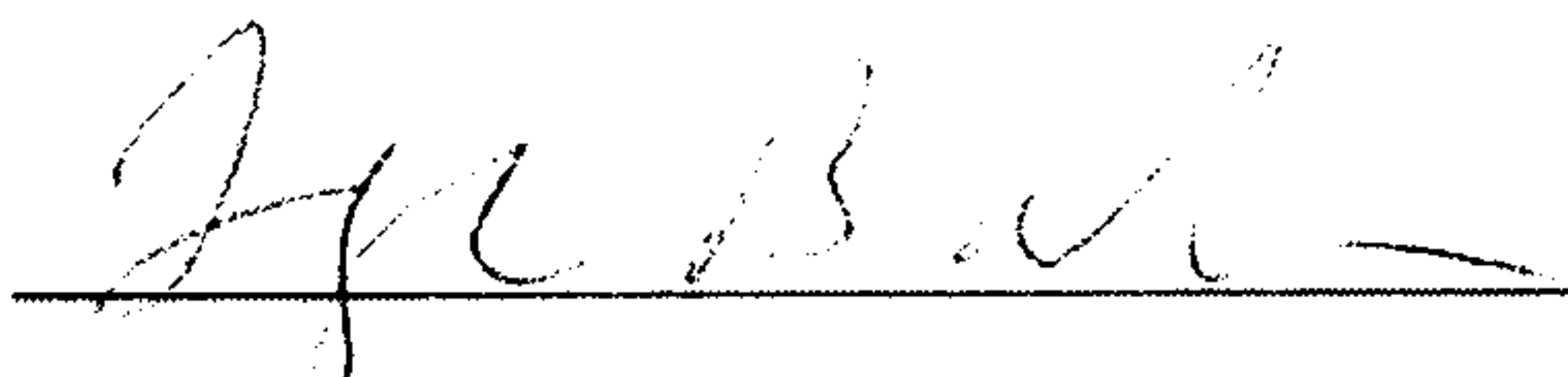
Name: Tyler B. Novak

Its: Vice President



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MIDWEST COLLEGE MARKETING GROUP, INC.

By: 

Name: Tyler B. Novak

Its: Vice President

Prepared By:

Laura Cathérine Ashburner, Esq.
EBSCO Industries, Inc.
5724 Hwy 280 East
Birmingham, AL 35242

JOHN H. MERRILL
SECRETARY OF STATE

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ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

IMAGEN Brands, LLC

This name reservation is for the exclusive use of EBSCO Industries, Inc., P.O. Box 1943, Birmingham, AL 35201 for a period of one year beginning March 25, 2015 and expiring March 25, 2016.



RES674767

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 25, 2015

Date

John H. Merrill

A handwritten signature in dark ink, appearing to read "J. H. Merrill". The signature is written over a horizontal line.

Secretary of State

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



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Name

Laura C. Ashburner

Address

PO Box 1943

City

Birmingham

State

AL

ZIP Code

35201-1943

EFFECTIVE DATE: June 30, 2015

Expiration date for new assumed names: December 31, 2020

Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Midwest College Marketing Group, Inc.

231162

Crown Products, LLC

D9383E

b. The name of the surviving (new) entity and its identification number is:

Crown Products, LLC

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

3107 Hall's Mill Road, Mobile, Alabama 36606

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 30th day of June, 2015.

Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>Midwest College Marketing Group, Inc.</u>	<u>3 shares of common stock</u>	<u>3 shares of common stock</u>	<u>N/A</u>
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

The shares will be canceled.



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The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

- a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

- b) The plan of merger was approved by:

- ☐ the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.
- ☒ the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.
- Midwest College Marketing Group, Inc.

By J. David Walker
(Signature of Authorized Officer or Agent)

J. David Walker

(Type or Print Name)

Midwest College Marketing Group, Inc.

(Name of Corporation)

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Name of Corporation)

Complete for any Limited Liability Companies only

Check one of the following if Limited Liability Company is the survivor.

- ☐ There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- ☒ The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The Alabama articles of organization of Crown Products, LLC will be amended as follows:

- a. The heading of the articles of organization is deleted in its entirety and replaced with the following: "ARTICLES OF ORGANIZATION OF IMAGEN BRANDS, LLC"
- b. Section 1 of the articles of organization is deleted in its entirety and replaced with the following: "The name of the limited liability company is IMAGEN Brands, LLC."



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The manner and basis of converting the membership interests are as follows:

The membership interests of Crown Products, LLC issued and outstanding at the Effective Time will remain the membership interests of Crown Products, LLC.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 26th day of June, 2015

By [Signature]
(Signature of Member, Manager or Authorized Agent)

J. David Walker, Vice President and Treasurer

(Type or Print Name and Capacity)

Crown Products, LLC

(Name of Limited Liability Company)

Signed this _____ day of _____, _____

By _____
(Signature of Member, Manager or Authorized Agent)

(Type or Print Name and Capacity)

(Name of Limited Liability Company)

[illegible][illegible]