

ARTICLES OF MERGER
OF
TMG INSURANCE SERVICES INC.
(a Kentucky corporation)
AND
THE MELTZER GROUP, INC.
(a Maryland corporation)
INTO
THE MELTZER GROUP, INC.

UNDER SECTION 271B.11-050 OF THE KENTUCKY REVISED STATUTES

1. The name of each constituent corporation is as follows:

TMG Insurance Services Inc.

The Meltzer Group, Inc.
2. The name of the surviving corporation is The Meltzer Group, Inc.
3. The issued shares of The Meltzer Group, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of The Meltzer Group, Inc.
4. No amendment is made to the charter of The Meltzer Group, Inc. as part of the merger.
5. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and Number of Shares in each Class or Series Outstanding	Class or Series of Shares Entitled to Vote	Class or Series Entitled to Vote as a Class
TMG Insurance Services Inc.	100	Common	100
The Meltzer Group, Inc.	1,000	Common	1,000

6. As to each constituent corporation, the total number of votes cast for, the voting group entitled to vote and the total number of votes cast against the Plan of Merger are as follows:

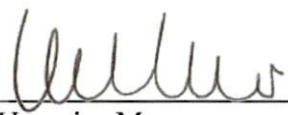
Name of Corporation	Total Number of Votes Cast For	Voting Group Entitled to Vote	Total Number of Votes Cast Against
TMG Insurance Services, Inc.	100	Common	0
The Meltzer Group, Inc.	1,000	Common	0

7. The Plan of Merger was duly approved by resolution adopted by a majority vote of the entire board of directors of TMG Insurance Services Inc. on December 6, 2022.


The Plan of Merger was duly approved by resolution adopted by a majority vote of the entire board of directors of The Meltzer Group, Inc. on December 6, 2022.

Executed on December 7, 2022

TMG INSURANCE SERVICES
INC.

By: 
Veronica Moo
Vice President

THE MELTZER GROUP, INC.

By: 
Veronica Moo
Vice President

**PLAN OF MERGER
OF
TMG INSURANCE SERVICES INC.
INTO
THE MELTZER GROUP, INC.**

First: The name and jurisdiction of the surviving entity is:

Name

The Meltzer Group, Inc.

Jurisdiction

Maryland

Second: The name and jurisdiction of the merging entity is:

Name

TMG Insurance Services Inc.

Jurisdiction

Kentucky

Third: The merger of TMG Insurance Services Inc. with and into The Meltzer Group, Inc. (the "Merger") shall become effective on the date the (i) Articles of Merger is filed with the Kentucky Secretary of State and (ii) Articles of Merger is filed with the Maryland Secretary of State (the "Effective Date").

Fourth: All shares of common stock of TMG Insurance Services Inc., by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares. Each share of common stock of The Meltzer Group, Inc. issued and outstanding at the Effective Date shall thereafter constitute all of the issued and outstanding capital stock of the surviving entity.

Fifth: The issued shares of the surviving entity shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date shall continue to represent one issued share of the surviving entity.

Sixth: At the Effective Date, (i) the Articles of Incorporation of The Meltzer Group, Inc. as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the surviving entity and, (ii) the Bylaws of The Meltzer Group, Inc. in effect immediately prior to the Effective Date shall be the Bylaws of the surviving entity, in each case until amended in accordance with applicable law.

Dated: December 7, 2022

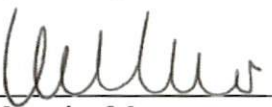
TMG INSURANCE SERVICES INC.

a Kentucky corporation

By: 
Veronica Moo
Vice President

THE MELTZER GROUP, INC.

a Maryland corporation

By: 
Veronica Moo
Vice President