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

Date Received
DEC 19 2017

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(FOR BUREAU USE ONLY)

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

FILED
DEC 19 2017
ADMINISTRATOR
CORPORATIONS DIVISION

Name
Karen Ann Hart

Address
300 River Place, Suite 3000

City State ZIP Code
Detroit Michigan 48207-4225

EFFECTIVE DATE: 1/1/2018

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear on page 2.

Document will be returned to the name and address you enter above.
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CERTIFICATE OF MERGER
**Cross Entity Merger for use by Corporations, Limited Liability Companies,
and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit 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:

SMITHGROUPJJR, INC. 800158274

TRO CORPORATION, a Massachusetts corporation 801059771

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

SMITHGROUPJJR, INC. 800158274

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:
500 Griswold Street, Suite 1700, Detroit, Michigan 48226

2. (Complete only if a later 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 1st day of January, 2018

\$1,050.00 ck/dmg 1811491



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, if any |
|-----------------------------|--|---|--|
| <u>SMITHGROUP JJR, Inc.</u> | <u>160,000</u> | <u>Common</u> | <u></u> |
| <u>TRO, INC.</u> | <u>8,014.03</u> | <u>Common</u> | <u></u> |

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

The manner and basis of converting shares are as follows:

Each share of the common stock of TRO, Inc., shall be surrendered and cancelled.

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 name of the surviving entity shall be changed to SmithGroup, Inc.

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 sole shareholder of the following Michigan corporation(s) in accordance with Section 703a of the Act.

SMITHGROUPJJR, INC.

By 
 (Signature of Authorized Officer or Agent)
Bart Stasa, Chief Legal Officer and Vice President
 (Type or Print Name)
SmithGroupJJR, Inc.
 (Name of Corporation)

By _____
 (Signature of Authorized Officer or Agent)

 (Type or Print Name)

 (Name of Corporation)