

STATEMENT OF INTEREST EXCHANGE

IEC GROUP, INC.
(an Idaho corporation)

exchanged for

IEC GROUP HOLDINGS, INC.
(an Idaho corporation)

For Office Use Only

-FILED-

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PURSUANT TO THE SHARE EXCHANGE AND PLAN OF REORGANIZATION effective the 15th day of October, 2018 ("Share Exchange"), by and between **IEC GROUP, INC.**, an Idaho corporation ("IECG"), **IEC GROUP HOLDINGS, INC.**, an Idaho corporation ("Holdings"), and the shareholders of IECG and Holdings. This Statement of Interest Exchange is filed pursuant to Idaho Code § 30-22-305:

FIRST: The name of the Acquired Entity upon the Effective Time is **IEC GROUP, INC.**, an Idaho corporation ("IECG"). Upon the Effective Time, IECG shall become the wholly owned subsidiary of Holdings.

SECOND: The name of the Acquiring Company from and after the Effective Time shall be **IEC GROUP HOLDINGS, INC.**, an Idaho corporation ("Holdings"). Holdings shall be the Parent Entity.

THIRD: The Share Exchange shall become effective on the date and time of filing this Statement of Interest Exchange with the Idaho Secretary of State (the "Effective Time").

FOURTH: The board of directors and all shareholders of IECG have approved the Share Exchange and the transfer of IECG interests for interests in Holdings, upon the terms and conditions contained in the Share Exchange and subject to the requirements of Idaho law.

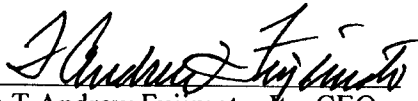
FIFTH: The board of directors and the sole shareholder of Holdings have approved the Share Exchange the transfer of IECG interests for interests in Holdings, upon the terms and conditions contained in the Share Exchange and subject to the requirements of Idaho law.

SIXTH: The Articles of Incorporation of IECG as in effect on the date hereof shall from and after the Effective Time be, and continue to be, the Articles of Incorporation of the Acquired Entity until changed or amended as provided by law.


SEVENTH: Pursuant to Idaho Code § 30-22-301, this Interest Exchange is effected pursuant to the Idaho Entity Transactions Act.

IN WITNESS WHEREOF, this Statement of Interest Exchange has been duly executed by the Acquired Entity and the Acquiring Entity as of October 5, 2018 to be effective at the Effective Time.

IEC GROUP, INC.
an Idaho corporation


By: T. Andrew Fujimoto, Its: CEO

IEC GROUP HOLDINGS, INC.,
an Idaho corporation


By: T. Andrew Fujimoto, Its: CEO

[Signature Page to Statement of Interest Exchange]