

**STATEMENT OF INTEREST EXCHANGE**

*For Office Use Only*

**-FILED-**

**IEC GROUP, INC.**  
(an Idaho corporation)

File #: 0003336054

Date Filed: 10/22/2018 12:39:00 PM

*exchanged for*

**IEC GROUP HOLDINGS, INC.**  
(an Idaho corporation)

**PURSUANT TO THE SHARE EXCHANGE AND PLAN OF REORGANIZATION**  
effective the 15<sup>th</sup> 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.

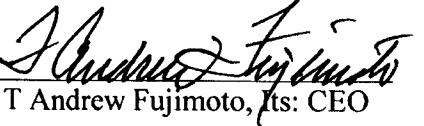
**FIFTH:** The board of directors and the sole shareholder of Holdings have approved the  
Share Exchange the transfer of IECG interests for interests in Holdings, upon the terms and  
conditions contained in the Share Exchange and subject to the requirements of Idaho law.

**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.

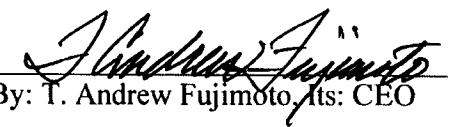
**SEVENTH:** Pursuant to Idaho Code § 30-22-301, this Interest Exchange is effected  
pursuant to the Idaho Entity Transactions Act.

IN WITNESS WHEREOF, this Statement of Interest Exchange has been duly executed by the Acquired Entity and the Acquiring Entity as of October 15, 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]*