

MEDSMART GROUP, INC.

NOTICE OF 2022 SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 26, 2022

We will hold a special meeting of shareholders of MedSmart Group, Inc. on Tuesday, July 26, 2022 at 27 Old Gloucester Street, London, United Kingdom beginning at 9:30 a.m., Eastern Time. At the special meeting you will be asked to vote on the following matters:

- a change of domicile, or reincorporation, of MedSmart Group, Inc. (the “Company”) from the State of Wyoming to the State of Nevada by means of a merger with a newly formed, wholly-owned Nevada subsidiary of the Company, and the terms of the definitive agreements related thereto (the “Reincorporation”);
- in connection with the Reincorporation, a change of the corporate name of the Company to Milanion Group Inc.(the “Name Change”); and
- in connection with the Reincorporation, eliminate the existing classes of preferred stock and class B and class C common stock and create a new class of blank check preferred stock consisting of 5,000,000 shares (the “Authorization of Blank Check Preferred Stock”).

The board of directors has fixed the close of business on July 8, 2022 as the record date for determining the shareholders that are entitled to notice of and to vote at the special meeting of shareholders and any adjournments thereof.

On May 27, 2022, our board of directors and the holder of a majority of the voting power of the Company’s outstanding capital stock owning approximately 99% of the voting power (the “Majority Shareholder”), have acted by written consent in favor of the actions described above that are described in greater detail in this Notice. However, pursuant to the Wyoming Business Corporation Act (“WBCA”) and our Articles of Incorporation, as amended, we are required to hold a shareholders meeting to approve the actions described herein. The meeting will be in person. We are not soliciting any proxies.

Only our shareholders of record as of the close of business on July 8, 2022, the record date for the special meeting, will be entitled to vote at the meeting. As of that date, there were 51,911,937 shares of our class A common stock issued and outstanding, all of which are entitled to vote with respect to all matters to be acted upon at the special meeting. The proposals must be approved by the affirmative vote of a majority of the issued and outstanding shares of common stock. Our Majority Shareholder has approved the proposals and intends to attend the meeting and vote in favor.

By order of the board of directors

London, United Kingdom
July 15, 2022

/s/ Davinder Dogra
Davinder Dogra
Chief Executive Officer

PROPOSAL 1 – REINCORPORATION

On May 27, 2022, the Board of Directors of the Company and the Majority Shareholder approved the Reincorporation. The Reincorporation will be effected by means of a merger between the Company and a newly formed wholly owned Nevada subsidiary of the Company in name of Milanion Group Inc., in which the Nevada subsidiary will be the surviving entity. The Reincorporation will become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Nevada and the filing of the Articles of Merger with the Secretary of State of the State of Wyoming in accordance with applicable state laws.

Reasons for the Reincorporation

The Board of Directors believes that it is in the best interests of the Company and its shareholders to change the Company's state of incorporation from Wyoming to Nevada. Reincorporation in Nevada may help the Company attract and retain qualified management. The Company believes that, in general, Nevada law enables the Company to provide greater protection to its directors than the WBCA. Following the Reincorporation, the Company will be subject to new Articles of Incorporation and Bylaws formulated under the Nevada Revised Statutes (the "NRS"). A copy of the Articles of Incorporation that were filed in Nevada is attached hereto as Exhibit A and a copy of the Bylaws governing the Company as a Nevada corporation is attached hereto as Exhibit B.

Effects of the Reincorporation Merger to Change Domicile

In order to effect the Reincorporation described above, the Company will merge with and into its wholly owned Nevada subsidiary, Milanion Group Inc. (the "Reincorporation Merger"). The Reincorporation Merger will have no impact upon the business of the Company, its employees or officers. Shareholders who oppose the Reincorporation Merger have appraisal rights as described below under the section captioned "Appraisal Rights." Under the Wyoming law and the Nevada law, when the Reincorporation Merger takes effect:

- The Company, a Wyoming corporation ("MSGP Wyoming"), will merge into Milanion Group Inc., a Nevada corporation and the surviving entity ("MSGP Nevada"), and the separate existence of MSGP Wyoming shall cease;
- The surviving corporation will have the name of "Milanion Group Inc."
- The Company will be governed by its Articles of Incorporation and Bylaws under Nevada law;
- MSGP Nevada, the surviving corporation, will immediately assume title to all property owned by MSGP Wyoming immediately prior to the Reincorporation Merger; and
- MSGP Nevada, the surviving corporation, will assume all of the liabilities of MSGP Wyoming.

The Reincorporation Merger will be consummated in accordance with the Agreement and Plan of Merger (the "Merger Agreement"), attached hereto as Exhibit C, under which MSGP Wyoming will merge with and into MSGP Nevada. The Reincorporation Merger will cause a change in our legal domicile from Wyoming to Nevada; change in corporate name to Milanion Group, Inc.; authorization of up to 5,000,000 shares of "blank check" preferred stock; and other changes of a legal nature, the material aspects of which are described herein. However, the Reincorporation Merger by itself will not result in any change in the Company's business, management, location of the Company's principal executive offices, assets, liabilities or net worth (other than as a result of the costs incident to the Reincorporation Merger, which are immaterial). The Company anticipates that its common stock will continue to be quoted on the OTC Pink Sheets under the symbol of "MSGP" until a new stock symbol, if any, is approved by FINRA, subject to FINRA completing its applicable review.

Some Implications of the Reincorporation

The Merger Agreement provides that MSGP Wyoming will merge with and into MSGP Nevada, with MSGP Nevada being the surviving corporation under the name of Milanion Group Inc. (see description of Action 2 below). Under the Merger Agreement, MSGP Nevada will assume all of MSGP Wyoming's assets and liabilities, and MSGP Wyoming will cease to exist as a corporate entity. The surviving corporation will have the name of "Milanion Group Inc." The directors of MSGP Wyoming will continue as the new directors of MSGP Nevada as the surviving corporation.

At the effective time of the Reincorporation Merger, (i) each one (1) outstanding share of MSGP Wyoming class A common stock automatically will be converted into one (1) share of common stock of MSGP Nevada. Shareholders may, but will not be required to exchange their existing stock certificates for stock certificates of Milanion Group Inc. Upon request, the Company will issue new certificates to any shareholder that holds old MedSmart Group, Inc.'s stock certificates, provided that such holder has surrendered the certificates representing new post-Reincorporation Milanion Group Inc.'s shares in accordance with the Merger Agreement. Any request for new certificates will be subject to normal requirements including proper endorsement, signature guarantee, and payment of any applicable fees and taxes.

Shareholders whose shares of Common Stock were freely tradable before the Reincorporation Merger will own shares of the surviving corporation that are freely tradable after the Reincorporation Merger. Similarly, any shareholders holding securities with transfer restrictions before the Reincorporation Merger will hold shares of the surviving corporation that have the same transfer restrictions after the Reincorporation Merger. For purposes of computing the holding period under Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), shares issued pursuant to the Reincorporation will be deemed to have been acquired on the date the holder thereof originally acquired MedSmart Group, Inc.'s shares.

Effects of Reincorporation in Nevada

Pursuant to the Reincorporation the Company shall change its corporate name to Milanion Group Inc. See Proposal 2 below. The Company's current Articles of Incorporation, as amended, in Wyoming authorize the issuance of (1) 570,000,000 shares of common stock consisting of 500,000,000 shares of class A common stock, \$0.01 par value per share, 50,000,000 shares of class B common stock, \$0.01 par value per share,

and 20,000,000 shares of class C common stock, \$0.01 par value per share; and (2) 40,000,000 shares of preferred stock, of which: 10,000,000 shares were designated Series A preferred, 5,000,000 shares were designated Series B preferred and 5,000,000 shares were designated Series C preferred. No shares of class B common or class C common are issued or outstanding. No shares of preferred stock are issued or outstanding. The Company's Articles of Incorporation in Nevada authorize the issuance of 505,000,000 shares of common stock, \$0.01 par value per share, and 5,000,000 shares of preferred stock, \$0.001 par value per share. The Company's Articles of Incorporation in Nevada provide that the preferred stock may be issued in one or more series, that the Company's board of directors is authorized to fix the number of shares of any series of preferred stock, to determine the designation of such series and to determine the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of the Company's preferred stock. Pursuant to the Reincorporation the classes of common stock will be eliminated and the designated series of preferred stock will be eliminated. See Proposal 3 below. Shareholders should consult their own tax advisors as to the effect of the Reincorporation under applicable federal, state, local, or foreign income tax laws.

Appraisal Rights

Under the WBCA, the holders of record of the Company's common stock will have the right to dissent and seek the payment of "fair value" of their shares with regard to the Reincorporation. Pursuant to Article 13 of the WBCA, holders of records of the Company's common stock who object and who follow the procedures prescribed by Article 13 of the WBCA will be entitled to receive a cash payment equal to the "fair value" of the shares of the Company's common stock held by them. Article 13 of the WBCA is attached as Exhibit D. Any holder of shares of Common Stock of the Company contemplating a possibility of objecting to the Proposals should carefully review the text of Exhibit D (particularly the specified procedural steps required to perfect their appraisal rights) and should consult as appropriate with such holder's legal counsel. The appraisal rights will be lost if the procedural requirements of Article 13 of the WBCA are not fully and precisely satisfied.

No Exchange of Stock Certificates Required

Shareholders are not required to exchange their MSGP Wyoming stock certificates for new certificates representing shares of MSGP Nevada common stock. New stock certificates representing shares of MSGP Nevada common stock will not be issued to a stockholder until such shareholder submits one or more existing certificates for transfer, whether pursuant to sale or other disposition. However, shareholders (at their option and at their expense) may exchange their stock certificates for new certificates representing shares of MSGP Nevada common stock following the effective time of the Reincorporation Merger.

Effective Date of Reincorporation Merger

The Reincorporation Merger shall occur upon the effectiveness of the filing of the articles of Merger with the State of Nevada and Wyoming. The Board of Directors will have the right to abandon the Reincorporation, and take no further action towards reincorporating the Company in Nevada at any time before the effective date of the Reincorporation if for any reason the Board of Directors determines that it is not advisable to proceed with the Reincorporation.

PROPOSAL 2 - NAME CHANGE CORPORATE

In connection with the Reincorporation the Board of Directors and Majority Shareholder approved a change of the corporate name of the Company. Since it was contemplated that the Name Change would occur simultaneously with the Reincorporation, the Company's management determined that the objective and substantive effect of the Name Change would be accomplished under and pursuant to the Merger Agreement, which would feature that MedSmart Group, Inc. would merge with and into Milanion Group Inc., with Milanion Group Inc. being the surviving corporation. The surviving corporation will have the name of "Milanion Group Inc." The Company believes that the Name Change would be in the best interest of the Company and its shareholders. The Company believes that changing the name of the Company to "Milanion Group Inc." would more closely align with the Company's potential business operations. The Company will obtain a new CUSIP number for MSGP Nevada Common Stock at the time of the Name Change. After the Reincorporation, the Company will continue to be a publicly-held corporation, and the Company anticipates that its common stock will continue to be quoted on the OTC Grey Market under the symbol of "MSGP" until a new stock symbol, if any, is approved by FINRA, subject to FINRA completing its applicable review. The Name Change will become effective upon the filing of Articles of Merger with the Secretary of State of the states of Nevada and Wyoming in accordance with applicable state laws.

PROPOSAL 3 – AUTHORIZATION OF BLANK CHECK PREFERRED STOCK AND ELIMINATE CLASSES OF COMMON STOCK

In connection with the Reincorporation the Board of Directors and Majority Shareholder approved to eliminate the existing class B and class C common stock and series of preferred stock and create a new class of blank check preferred stock consisting of 5,000,000 shares. The Company's current Articles of Incorporation, as amended, in Wyoming authorize the issuance of (1) 570,000,000 shares of common stock consisting of 500,000,000 shares of class A common stock, \$0.01 par value per share, 50,000,000 shares of class B common stock, \$0.01 par value per share, and 20,000,000 shares of class C common stock, \$0.01 par value per share; and (2) 40,000,000 shares of preferred stock, of which: 10,000,000 shares were designated Series A preferred, 5,000,000 shares were designated Series B preferred and 5,000,000 shares were designated Series C preferred. No shares of class B common or class C common are issued or outstanding. No shares of preferred stock are issued or outstanding. The Reincorporation will eliminate the existing classes of common stock and series of preferred stock from our authorized capital and vest in the board of directors the authority to create one or more series of preferred stock up to 5,000,000 shares, and to determine by resolution the terms of each such series referred to as "blank check" provisions, without further shareholder approval. The authority of the board of directors with respect to each series, without limitation, includes a determination of the following: (a) the number of shares to constitute the series; (b) the liquidation rights, if any; (c) the dividend rights and rates, if any; (d) the rights and terms of redemption; (e) the voting rights, if any, which may be full, special, conditional, or limited; (f) whether the shares will be convertible or exchangeable into securities of our company, and the rates thereof, if any; (g) any limitations on the payment of dividends on the common stock while any series is outstanding; (h) any other provisions that are not inconsistent with our Articles of Incorporation; and (i) any other preference, limitations, or rights that are permitted by law.



ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Profit Corporation

78 - Articles of Incorporation Domestic Corporation NRS 80 - Foreign Corporation NRS 89 - Articles of Incorporation Professional Corporation

78A Formation - Close Corporation

(Name of Close Corporation MUST appear in the below heading)

Articles of Formation of _____ a close corporation (NRS 78A)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Name of Entity:

(If foreign, name in home jurisdiction)

2. Registered Agent for Service of Process:

(Check only one box)

Commercial Registered Agent:(name only below) Noncommercial Registered Agent (name and address below) Office or Position with Entity (title and address below)

Name of Registered Agent OR Title of Office or Position with Entity

_____ Nevada _____

Street Address City Zip Code

_____ Nevada _____

Mailing Address (if different from street address) City Zip Code

2a. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

X _____ Date _____

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Governing Board:

(NRS 78A, close corporation only, check one box; if yes, complete article 4 below)

corporation is a close corporation operating with a board of directors Yes **OR** No

4. Names and Addresses of the Board of Directors/ Trustees or Stockholders

(NRS 78: Board of Directors/ Trustees is required.)

NRS 78a: Required if the Close Corporation is governed by a board of directors.

NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)

1) _____ Country _____

Name

Country

_____ State Zip/Postal Code

Street Address

City

State

Zip/Postal Code

2) _____ Country _____

Name

Country

_____ State Zip/Postal Code

Street Address

City

State

Zip/Postal Code

3) _____ Country _____

Name

Country

_____ State Zip/Postal Code

Street Address

City

State

Zip/Postal Code

5. Jurisdiction of Incorporation: (NRS 80 only)

5a. Jurisdiction of incorporation: _____

5b. I declare this entity is in good standing in the jurisdiction of its incorporation.



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
www.nvsilverflume.gov

**Formation -
 Profit Corporation**
 Continued, Page 2

6. Benefit Corporation: <small>(For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)</small>	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.	Yes <input type="checkbox"/>
7. Purpose/Profession to be practiced: <small>(Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)</small>		
8. Authorized Shares: <small>(Number of shares corporation is authorized to issue)</small>	Number of Authorized shares with Par value: <input type="text"/> Par value: \$ <input type="text"/> Number of Common shares with Par value: <input type="text"/> Par value: \$ <input type="text"/> Number of Preferred shares with Par value: <input type="text"/> Par value: \$ <input type="text"/> Number of shares with no par value: <input type="text"/> If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.	
9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 - Each Organizer/ Incorporator must be a licensed professional.	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 60%;"><input type="text"/></div> <div style="width: 35%;"><input type="text"/></div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="width: 60%;">Name</div> <div style="width: 35%;">Country</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="width: 45%;"><input type="text"/></div> <div style="width: 10%;"><input type="text"/></div> <div style="width: 10%;"><input type="text"/></div> <div style="width: 35%;"><input type="text"/></div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="width: 45%;">Address</div> <div style="width: 10%;">City</div> <div style="width: 10%;">State</div> <div style="width: 35%;">Zip/Postal Code</div> </div> <div style="margin-top: 10px;"> <input checked="" type="checkbox"/> _____ (attach additional page if necessary) </div>	

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

EXHIBIT A (continued)

Continued and Additional Provisions of the Articles of Incorporation of Milanion Group Inc.:

8. Authorized Shares. The total number of shares of capital stock are 505,000,000 comprised of:

- (a) 500,000,000 shares of Common stock, par value \$0.01 per share; and
- (b) 5,000,000 shares of Preferred stock, par value \$0.001 per share, with such rights, preferences and limitations as

may be set from time to time by resolution of the board of directors and the filing of the certificate of designation as required by the Nevada Revised Statutes ("NRS").

10. Indemnification.

(a) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the NRS permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise required or permitted by Sections NRS 78.751 and 78.7502 of the NRS. Any amendment, repeal or modification of the foregoing provisions of this Section 10 shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

(b) Notwithstanding the indemnification provided for by this Section 10, the Corporation's Bylaws, or any written agreement, such indemnity shall not include any advancement of expenses incurred by such indemnitees relating to or arising from any proceeding in which the Corporation asserts a direct claim against an Indemnitee, or an Indemnitee asserts a direct claim against the Corporation, whether such claim is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise. Following the termination of any proceeding, the Corporation may provide indemnification in accordance with this Section 10, the Company's Bylaws, any written agreement or the NRS.

11. Exclusive Jurisdiction and Venue.

(a) Nevada Courts. These Articles of Incorporation and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Nevada, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the State Courts located in the State of Nevada shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation (except to the extent that the Securities Exchange Act of 1934 provides otherwise), (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the NRS or the Corporation's Articles of Incorporation or Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

(b) United States District Court. Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive jurisdiction for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933.

(c) Venue. The United States District Court for the District of Nevada shall be the exclusive venue with respect to any cause of action arising under the Securities Act of 1933 or the Securities Exchange Act of 1934.

(d) Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 11.

EXHIBIT B
BYLAWS
OF
MILANION GROUP INC.

ARTICLE I: OFFICES

Section 1.1. REGISTERED AGENT AND OFFICE. The registered agent of the Corporation (the “**Corporation**”) shall be as set forth in the Corporation's articles of incorporation, as amended or restated (the “**Articles of Incorporation**”) and the registered office of the Corporation shall be the street office of that agent. The board of directors of the Corporation (the “**Board of Directors**”) may at any time change the Corporation's registered agent or office by making the appropriate filing with the Nevada Secretary of State.

Section 1.2. PRINCIPAL OFFICE. The principal office of the Corporation shall be at such place within or without the State of Nevada as shall be fixed from time to time by the Board of Directors.

Section 1.3. OTHER OFFICES. The Corporation may also have other offices, within or without the State of Nevada, as the Board of Directors may designate, as the business of the Corporation may require, or as may be desirable.

Section 1.4. BOOKS AND RECORDS. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be maintained on any information storage device or method that can be converted into clearly legible paper form within a reasonable time. The Corporation shall convert any records so kept on the written request of any person entitled to inspect such records pursuant to applicable law.

ARTICLE II: STOCKHOLDERS

Section 2.1. PLACE OF MEETING. Meetings of the stockholders shall be held either at the principal office of the Corporation or at any other place, within or without the State of Nevada, as shall be fixed by the Board of Directors and designated in the notice of the meeting or executed waiver of notice. The Board of Directors may determine, in its discretion, that any meeting of the stockholders may be held solely by means of electronic communication in accordance with Section 2.2.

Section 2.2. PARTICIPATION BY REMOTE COMMUNICATION. Stockholders not physically present at a meeting of the stockholders may participate in the meeting by remote communication, including (without limitation) electronic communication, videoconference, teleconference, or other available technology if the Corporation implements reasonable measures to:

- (a) Verify the identity of each stockholder participating by remote communication.
- (b) Provide the stockholders a reasonable opportunity to participate and vote, including an opportunity to communicate and read or hear the proceedings in a substantially concurrent manner with the proceedings.

Stockholders participating by remote communication shall be considered present in person at the meeting.

Section 2.3. ANNUAL MEETING. An annual meeting of stockholders, for the purpose of electing directors and transacting any other business as may be brought before the meeting, shall be held on such date and time fixed by the Board of Directors and designated in the notice of the meeting.

Failure to hold the annual meeting of stockholders at the designated time shall not affect the validity of any action taken by the Corporation.

Section 2.4. SPECIAL MEETINGS. Special meetings of stockholders may be called by the Board of Directors or the President. The only business which may be conducted at a special meeting of stockholders shall be the matter or matters set forth in the notice of such meeting.

Section 2.5. STOCKHOLDER NOMINATIONS AND PROPOSALS. For business (including, but not limited to, director nominations) to be properly brought before an annual meeting by a stockholder, the stockholder or stockholders of record intending to propose the business (the “**proposing stockholder**”) must have given written notice of the proposing stockholder's nomination or proposal, either by personal delivery or by United States mail to the Secretary no earlier than 90 calendar days and no later than 60 calendar days prior to the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within 30 days of the anniversary of the previous year's annual meeting, notice must be received no later than ten calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of stockholders begin a new time period for giving a proposing stockholder's notice as provided above.

For business to be properly brought before a special meeting of stockholders, the notice of the meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A person or persons who have made a written request for a special meeting pursuant to Section 2.4 may provide the information required for notice of a stockholder proposal under this section simultaneously with the written request for the meeting submitted to the Secretary or within ten calendar days after delivery of the written request for the meeting to the Secretary.

A proposing stockholder's notice shall include as to each matter the proposing stockholder proposes to bring before either an annual or special meeting:

- (a) The name and address of the proposing stockholder.
- (b) The class and number of shares of capital stock of the Corporation held by the proposing stockholder.
- (c) If the notice regards a nomination of a candidate for election as director: (i) the name, age, and business and residence address of the candidate; (ii) the principal occupation or employment of the candidate; and (iii) the class and number of shares of the Corporation beneficially owned by the candidate.
- (d) If the notice regards a proposal other than a nomination of a candidate for election as director, a brief description of the business desired to be brought before the meeting and the material interest of the proposing stockholder in such proposal.

Section 2.6. FIXING THE RECORD DATE. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the record date shall be the date fixed by resolution of the Board of Directors. If no date is specified, the record date shall be the close of business on the day before the day the first notice of the meeting is given or, if notice is waived, the close of business on the day before the day the meeting is held.

A record date fixed under this Section may not be less than 10 or more than 60 days before the meeting of stockholders. A determination of stockholders entitled to notice of or to vote at a meeting of stockholders is effective for any adjournment or postponement of the meeting unless the Board of Directors fixes a new record date for the adjourned or postponed meeting. The Board of Directors must fix a new record date if the meeting is adjourned or postponed more than 60 days after the original meeting of stockholders.

Section 2.7. NOTICE OF STOCKHOLDERS' MEETING. Written notice stating the place (if any), date, and time of the meeting, the means of any electronic communication by which stockholders may participate in the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than 10, and not more than 60, days before the date of the meeting.

Notice to each stockholder entitled to vote at the meeting shall be given personally, by mail, or by electronic transmission if consented to by a stockholder, by or at the direction of the Secretary or the officer or person calling the meeting. If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the stockholder at the stockholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid.

Any stockholder entitled to notice of a meeting may sign a written waiver of notice delivered to the Corporation either before or after the meeting. A stockholder's participation or attendance at a meeting shall constitute a waiver of notice, except where the stockholder attends for the specific purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 2.8. VOTING LISTS. The Corporation shall prepare, as of the record date fixed for a meeting of stockholders, an alphabetical list of all stockholders entitled to vote at the meeting (or any adjournment thereof). The list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting (or any adjournment thereof).

If any stockholders are participating in the meeting by remote communication, the list shall be open to examination by the stockholders for the duration of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided to stockholders with the notice of the meeting.

Section 2.9. QUORUM OF STOCKHOLDERS. At each meeting of stockholders for the transaction of any business, a quorum must be present to organize such meeting. The presence in person, by means of remote communication, or by proxy of a majority of the voting power constitutes a quorum for the transaction of business at a meeting of stockholders, except as otherwise required by the Articles of Incorporation, these Bylaws, or Chapter 78 of the Nevada Revised Statutes (the "**Nevada Corporations Act**").

The holders of a majority of the voting power represented in person, by means of remote communication, or by proxy at a meeting, even if less than a quorum, may adjourn or postpone the meeting from time to time.

Section 2.10. CONDUCT OF MEETINGS. The Board of Directors, as it shall deem appropriate, may adopt by resolution rules and regulations for the conduct of meetings of the stockholders. At every meeting of the stockholders, the President, or in the President's absence or inability to act, a director or officer designated by the Board of Directors, shall serve as chair of the meeting. The Secretary or, in the Secretary's absence or inability to act, the person whom the chair of the meeting shall appoint, shall act as secretary of the meeting and keep the minutes thereof.

The chair of the meeting shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The chair of the meeting shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes, or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.11. VOTING OF STOCK. Each outstanding share of stock, regardless of class or series, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders, except as otherwise provided by these Bylaws and to the extent that the Articles of Incorporation or the certificate of designation establishing the class or series of stock provides for more or less than one vote per share or limits or denies voting rights to the holders of the shares of any class or series of stock.

Unless a different proportion is required by the Articles of Incorporation, these Bylaws, or the Nevada Corporations Act:

- (a) If a quorum exists, action other than the election of directors is approved if the votes cast in favor of the action exceed the votes cast against the action.

- (b) If a quorum exists of any class or series of stock that is permitted or required to vote separately on any matter, action is approved by the class or series if a majority of the voting power of a quorum of that class or series votes in favor of the action.

As authorized by the Articles of Incorporation, at each election of directors of the Corporation, every stockholder entitled to vote shall have the right to multiply the number of votes to which such stockholder may be entitled by the total number of directors to be elected in the same election by the holders of the class or classes of stock of which such stockholder's shares are a part, and such stockholder may cast the whole number of such votes for one candidate or distribute them among any number of candidates. To exercise the right of cumulative voting, one or more stockholders must give the President or Secretary of the Corporation written notice of their intention to cumulate votes at least 48 hours before the meeting (24 hours if notice of the meeting was delivered less than ten days before the meeting).

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

Section 2.12. VOTING BY PROXY. A stockholder may vote either in person or by proxy executed in writing by the stockholder or the stockholder's attorney-in-fact. Any copy, communication by electronic transmission, or other reliable written reproduction may be substituted for the stockholder's original written proxy for any purpose for which the original proxy could have been used if such copy, communication by electronic transmission, or other reproduction is a complete reproduction of the entire original written proxy.

No proxy shall be valid after six months from the date of its creation unless the proxy specifies its duration, which may not exceed seven years from the date of its creation. A proxy shall be revocable unless the proxy states that the proxy is irrevocable and the proxy is coupled with an interest sufficient to support an irrevocable power.

A properly created proxy or proxies continues in full force and effect until either of the following occurs:

- (a) One of the following is filed with or transmitted to the Secretary of the Corporation or another person or persons appointed by the Corporation to count the votes of the stockholders and determine the validity of proxies and ballots: (i) another instrument or transmission properly revoking the proxy; or (ii) a properly created proxy or proxies bearing a later date.
- (b) The stockholder executing the original written proxy revokes the proxy by attending a stockholders' meeting and voting its shares in person, in which case any votes cast by that stockholder's previously designated proxy or proxies shall be disregarded by the Corporation when the votes are counted.

Section 2.13. ACTION BY STOCKHOLDERS WITHOUT A MEETING. Any action required or permitted by the Nevada Corporations Act to be taken at a meeting of stockholders may be taken without a meeting if, before or after the action, a written consent to the action is signed by stockholders holding a majority of the voting power of the Corporation or, if different, the proportion of voting power required to take the action at a meeting of stockholders.

ARTICLE III: DIRECTORS

Section 3.1. POWERS. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors must be natural persons at least 18 years of age and need not be stockholders of the Corporation.

Section 3.2. NUMBER OF DIRECTORS. The number of directors shall be at least one and not more than eight, provided that the minimum or maximum number or both may be increased or decreased from time to time by an amendment to these Bylaws. Subject to any provision in the Articles of Incorporation fixing the number of directors, the exact number of directors shall be fixed, within such range, by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3.3. TERM OF OFFICE. At the first annual meeting of stockholders and at each annual meeting thereafter, the holders of shares of stock entitled to vote in the election of directors shall elect directors to hold office until the next succeeding annual meeting or until the director's earlier death, resignation, disqualification, or removal. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualified.

Section 3.4. REMOVAL. Any or all of the directors, or a class of directors, may be removed at any time, with cause, at a special meeting of stockholders called for that purpose by a vote of the holders of two-thirds of the voting power of the issued and outstanding stock entitled to vote.

Section 3.5. RESIGNATION. A director may resign at any time by giving written notice to the Board of Directors, its chair, or to the Secretary of the Corporation. A resignation is effective when the notice is given unless a later effective date is stated in the notice. Acceptance of the resignation shall not be required to make the resignation effective. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

Section 3.6. VACANCIES. Unless otherwise provided in the Articles of Incorporation, vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors or due to the death, resignation, disqualification, or removal of a director or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director elected to fill a vacancy shall hold office for the unexpired term of that director's predecessor in office and until that director's successor is duly elected and qualified.

Section 3.7. REGULAR MEETINGS OF DIRECTORS. A regular meeting of the newly-elected Board of Directors shall be held, without other notice, immediately after and at the place of the annual meeting of stockholders, provided a quorum is present. Other regular meetings of the Board of Directors may be held at such times and places, within or without the State of Nevada, as the Board of Directors may determine.

Section 3.8. SPECIAL MEETINGS OF DIRECTORS. Special meetings of the Board of Directors may be called by the entire Board of Directors,

any two directors, or the President.

Section 3.9. PARTICIPATION BY ELECTRONIC COMMUNICATION. Directors not physically present at a meeting of the Board of Directors may participate in the meeting by electronic communication, videoconference, teleconference, or other available technology if the Corporation implements reasonable measures to:

- (a) Verify the identity of each director participating by electronic communication.
- (b) Provide the directors a reasonable opportunity to participate and vote, including an opportunity to communicate and read or hear the proceedings in a substantially concurrent manner.

Directors participating by electronic communication shall be considered present in person at the meeting.

Section 3.10. NOTICE OF DIRECTORS' MEETINGS. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. All meetings of the Board of Directors shall be held upon not less than one days' written notice stating the purpose or purposes of the meeting, and the date, place (if any), and time of the meeting, and the means of any electronic communication by which directors may participate in the meeting. Notice may be given to each director personally, by mail, by electronic transmission if consented to by the director, or by any other means of communication authorized by the director.

A director entitled to notice of a meeting may sign a written waiver of notice delivered to the Corporation either before or after the time of the meeting. A director's participation or attendance at a meeting shall constitute a waiver of notice, except where the director attends for the specific purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 3.11. QUORUM AND ACTION BY DIRECTORS. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business. The directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place as may be determined by a vote of the directors present at that meeting.

The act of the directors holding a majority of the voting power of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act requires approval by a greater proportion under the Articles of Incorporation or these Bylaws.

Section 3.12. COMPENSATION. Directors shall not receive any stated salary for their services, but the Board of Directors may provide for a fixed sum and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity.

Section 3.13. ACTION BY DIRECTORS WITHOUT MEETING. Any action required or permitted by the Nevada Corporations Act to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if, before or after the action, all of the members of the Board of Directors or committee sign a written consent describing the action and deliver it to the Corporation.

Section 3.14. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors, may establish one or more committees, each consisting of one or more directors, to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and allowed under the Nevada Corporations Act.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV: OFFICERS

Section 4.1. POSITIONS AND ELECTION. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer, and any other officers, including assistant officers and agents, as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the Board of Directors held after each annual meeting of stockholders. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation, disqualification, or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.2. REMOVAL AND RESIGNATION. Any officer elected by the Board of Directors may be removed, with or without cause, at any regular or special meeting of the Board of Directors by the affirmative vote of the majority of the directors in attendance where a quorum is present. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by delivering written notice to the Secretary of the Corporation. Resignation is effective when the notice is delivered unless the notice provides a later effective date. Any vacancies may be filled in accordance with Section 4.1 of these Bylaws.

Section 4.3. PRESIDENT. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have active, general supervision and executive management over the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried out, and shall perform all other duties as the Board of Directors shall assign.

Section 4.4. VICE-PRESIDENTS. Each Vice President shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform all other duties as the Board of Directors or President shall assign.

Section 4.5. SECRETARY. The Secretary shall attend all meetings of the Board of Directors and stockholders, shall record all votes and the minutes of all proceedings, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and stockholders and shall perform all other duties as the Board of Directors or President shall assign. The Secretary shall be the custodian of the records of the Corporation. In the absence of the Secretary, the minutes of all meetings of the Board of Directors and stockholders shall be recorded by the person designated by the President or Board of Directors.

Section 4.6. TREASURER. The Treasurer shall be the principal financial officer of the Corporation, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board of Directors, and in general shall perform all the duties incident to the office of Treasurer and such other duties as the Board of Directors or President shall assign.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for the disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and Board of Directors an account of all transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records, and accounts to the President or Board of Directors at any time.

ARTICLE V: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 5.1. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The Corporation may, to the extent permitted by the Nevada Corporations Act, indemnify any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the Corporation's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other entity (each such person, an "Indemnitee") against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than a proceeding by or in the right of the Corporation, to which the Indemnitee is, was, or is threatened to be made a party by reason of being an Indemnitee, if the Indemnitee either:

- (a) Did not breach, through intentional misconduct, fraud, or a knowing violation of law, the Indemnitee's fiduciary duties as a director or officer to act in good faith and in the interests of the Corporation.
- (b) Acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the Indemnitee's conduct was unlawful.

Section 5.2. INDEMNIFICATION IN ACTIONS BY OR ON BEHALF OF THE CORPORATION. The Corporation may, to the extent permitted by the Nevada Corporations Act, indemnify any Indemnitee against expenses, including attorneys' fees and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with any threatened, pending, or completed suit or action by or in the right of the Corporation to which the Indemnitee is, was, or is threatened to be made a party by reason of being an Indemnitee, if the Indemnitee either:

- (a) Did not breach, through intentional misconduct, fraud, or a knowing violation of law, the Indemnitee's fiduciary duties as a director or officer to act in good faith and in the interests of the Corporation.
- (b) Acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 5.3. INDEMNIFICATION AGAINST EXPENSES. The Corporation shall, to the extent permitted by the Nevada Corporations Act, indemnify any Indemnitee who was successful, on the merits or otherwise, in the defense of any action, suit, proceeding, or claim described in Sections 5.1 and 5.2, against expenses (including attorneys' fees) actually and reasonably incurred by the Indemnitee in connection with the defense.

Section 5.4. NON-EXCLUSIVITY OF INDEMNIFICATION RIGHTS. The rights of indemnification set out in this Article V shall be in addition to and not exclusive of any other rights to which any Indemnitee may be entitled under the Articles of Incorporation, Bylaws, any other agreement with the Corporation, any action taken by the disinterested directors or stockholders of the Corporation, or otherwise. The indemnification provided under this Article V shall inure to the benefit of the heirs, executors, and administrators of an Indemnitee.

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 6.1. CERTIFICATES REPRESENTING SHARES. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any class or series of stock shall be uncertificated shares. The Corporation shall, within a reasonable time after the issuance or transfer of any uncertificated shares, send to the registered owner of the shares a written notice containing the information required to be set forth or stated on certificates pursuant to the Nevada Corporations Act. Shares represented by certificates shall be signed by officers or agents designated by the Corporation for such purpose and shall state:

- (a) The name of the Corporation and that it is organized under the laws of Nevada.
- (b) The name of the person to whom the certificate is issued.
- (c) The number of shares represented by the certificate.
- (d) Any restrictions on the transfer of the shares, such statement to be conspicuous.

No share shall be issued until the consideration therefor, fixed as provided by law, has been fully paid.

Section 6.2. TRANSFERS OF SHARES. Shares of the Corporation shall be transferable in the manner prescribed by law and in these Bylaws. Transfers of shares of the Corporation shall be made on the books of the Corporation only by the holder of record thereof or by such person's attorney lawfully constituted in writing and, in the case of certificated shares, upon the surrender of the certificate thereof, which shall be cancelled before a new certificate or uncertificated shares shall be issued. No transfer of shares shall be valid as against the Corporation for any purpose until it shall have been entered in the stock records of the Corporation by an entry showing from and to whom transferred.

Section 6.3. REGISTERED STOCKHOLDERS. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the State of Nevada, or giving proxies with respect to those shares.

Neither the Corporation nor any of its officers, directors, employees, or agents shall be liable for regarding that person as the owner of those shares at that time for those purposes, regardless of whether that person possesses a certificate for those shares and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express notice thereof, except as otherwise provided by law.

Section 6.4. LOST, STOLEN, OR DESTROYED CERTIFICATES. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed upon the making of an affidavit of that fact by the owner of the allegedly lost, stolen, or destroyed certificate. When authorizing the issue of a new certificate or certificates, the Board of Directors, in its discretion and as a condition precedent to the issuance thereof, may require the owner of the allegedly lost, stolen, or destroyed certificate, or the owner's legal representative, to give the Corporation a bond or other security sufficient to indemnify it against any claim that may be made against the Corporation or other obligees with respect to the certificate alleged to have been lost, stolen, or destroyed or the issuance of such new certificate or certificates.

ARTICLE VII: DISTRIBUTIONS

Section 7.1. DECLARATION. The Board of Directors may authorize, and the Corporation may make, distributions to its stockholders in cash, property (other than shares of the Corporation), or a dividend of shares of the Corporation to the extent permitted by the Articles of Incorporation and the Nevada Corporations Act.

Section 7.2. FIXING RECORD DATES FOR DISTRIBUTIONS AND SHARE DIVIDENDS. For the purpose of determining stockholders entitled to receive a distribution by the Corporation (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, the Board of Directors may, at the time of declaring the distribution or share dividend, set a date no more than 60 days prior to the date of the distribution or share dividend. If no record date is fixed for such distribution or share dividend, the record date shall be the date on which the resolution of the Board of Directors authorizing the distribution or share dividend is adopted.

ARTICLE VIII: MISCELLANEOUS

Section 8.1. CHECKS, DRAFTS, ETC. All checks, drafts, or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 8.2. FISCAL YEAR. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 8.3. CONFLICT WITH APPLICABLE LAW OR ARTICLES OF INCORPORATION. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Nevada Corporations Act shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

Section 8.4. INVALID PROVISIONS. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

ARTICLE IX: AMENDMENT OF BYLAWS

The Board of Directors shall have the exclusive power to amend or repeal these Bylaws, or to adopt new Bylaws.

EXHIBIT C

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

of

**MEDSMART GROUP, INC.,
a Wyoming corporation,**

with and into

**MILANION GROUP INC.,
a Nevada corporation**

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of _____, 2022, by and between MedSmart Group, Inc., a Wyoming corporation ("Constituent Company"), and Milanion Group Inc., a Nevada corporation ("Surviving Company").

RECITALS:

WHEREAS, Constituent Company is a corporation organized and existing under the laws of Wyoming.

WHEREAS, Surviving Company is a corporation organized and existing under the laws of Nevada and is a wholly-owned subsidiary of Constituent Company.

WHEREAS, Constituent Company and its board of directors deem it advisable and in the best interests of Constituent Company and its shareholders to merge Constituent Company with and into Surviving Company pursuant to the provisions of Wyoming Business Corporation Act (the "WBCA") and the Nevada Revised Statutes (the "NRS") upon the terms and conditions set forth in this Agreement, subject to the approval of the Constituent Company's shareholders as contemplated in Section 4.1.

NOW THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Constituent Company shall be merged with and into Surviving Company (the "Merger") upon the terms and conditions set forth below.

ARTICLE 1

PRINCIPAL TERMS OF THE MERGER

SECTION 1.1 Merger. On the Effective Date (as defined in Section 4.1 below), Constituent Company shall be merged with and into Surviving Company and the separate existence of Constituent Company shall cease. Surviving Company shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") in the Merger, shall succeed to the assets of Constituent Company and assume the liabilities and obligations of Constituent Company by virtue of, and shall be governed by, the laws of Nevada. The address of the registered office of the Surviving Corporation in Nevada will be 8275 South Eastern Avenue #200, Las Vegas, NV 89123 in Clark County, Nevada, and the registered agent in charge thereof shall be Corporate Creations Network Inc.

SECTION 1.2 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Surviving Company as in effect immediately before the Effective Date without change unless and until amended in accordance with applicable law.

SECTION 1.3 Bylaws of the Surviving Corporation. The Bylaws of the Surviving Corporation shall be the Bylaws of Surviving Company as in effect immediately before the Effective Date without change unless and until amended or repealed in accordance with applicable law.

SECTION 1.4 Directors and Officers. At the Effective Date of the Merger, the directors and officers of Constituent Company in office immediately before the Effective Date shall become the directors and officers, respectively, of the Surviving Corporation, each of such directors and officers to hold office, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation and the NRS, until his or her successor is duly elected or appointed and qualified.

SECTION 1.5 Name of the Surviving Corporation. The corporation name of the Surviving Corporation shall be Milanion Group Inc., the name of the Surviving Corporation as in effect immediately before the Effective Date.

ARTICLE 2

CONVERSION, CERTIFICATES AND PLANS

SECTION 2.1 Conversion of Shares. At the Effective Date of the Merger, each of the following transactions shall be deemed to occur simultaneously:

(a) Common Stock. Each share of Constituent Company's Class A Common Stock, \$0.01 par value per share (the "Constituent Common Stock"), issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the

holder thereof, be converted into and become one validly issued, fully paid and non-assessable share of the Surviving Corporation's Common Stock, \$0.01 par value per share ("Surviving Common Stock"), as applicable, provided, that each share of Constituent Common Stock held in Constituent Company's treasury shall be canceled without any consideration being issued or paid therefor.

(b) *Surviving Common Stock*. Each share of Surviving Common Stock issued and outstanding immediately before the Effective Date and held by Constituent Company shall be canceled without any consideration being issued or paid therefor.

SECTION 2.2 *Stock Certificates*. After the Effective Date, each certificate theretofore representing issued and outstanding shares of Constituent Common Stock will thereafter be deemed to represent the same number of shares of Surviving Common Stock. The holders of outstanding certificates theretofore representing Constituent Common Stock will not be required to surrender such certificate to Constituent Company or the Surviving Company.

SECTION 2.3 *Reorganization*. For United States federal income tax purposes, the Merger is intended to constitute a tax-free reorganization within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended. The parties to this Agreement hereby adopt this Agreement as a "plan of reorganization" within the meaning of sections 1.368-2(g) and 1.368-3(a) of the United States Treasury Regulations.

ARTICLE 3

TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.1 *Effects of the Merger*. At the Effective Date, the Merger shall have the effects specified in the NRS, the WBCA and this Agreement. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date the Surviving Corporation shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the parties to this Agreement; the rights, privileges, powers and franchises of Constituent Company and Surviving Company, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation, as they were of the respective constituent entities, and the title to any real estate, whether by deed or otherwise vested in Constituent Company and Surviving Company or either of them, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of the parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent entities shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

SECTION 3.2 *Additional Actions*. If, at any time after the Effective Date of the Merger, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Constituent Company acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, the Surviving Corporation may execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. The Surviving Corporation is fully authorized in the name of Constituent Company or otherwise to take any and all such action as the CEO of the Surviving Company shall determine in consultation with counsel.

ARTICLE 4

APPROVAL BY SHAREHOLDERS; AMENDMENT; EFFECTIVE DATE

SECTION 4.1 *Approval*. This Agreement and the Merger contemplated hereby are subject to approval by the requisite vote, or a written consent in lieu of vote, of the Constituent Company's shareholders in accordance with the WBCA and compliance with the requirements of applicable law, including the securities laws of the United States. As promptly as practicable after the later of (a) approval of this Agreement by the Constituent Company's shareholders in accordance with applicable law and (b) compliance with applicable U.S. federal securities laws, duly authorized officers of the respective parties shall make and execute Articles of Merger and Articles of Merger and shall cause such documents to be filed with the Secretary of State of the State of Wyoming and the Secretary of State of the State of Nevada, respectively, in accordance with the laws of Wyoming and Nevada, respectively, and applicable U.S. federal securities laws. The effective date of the Merger (the "Effective Date") shall be the date and time on and at which the Merger becomes effective under the laws of Wyoming or the date and time on and at which the Merger becomes effective under the laws of Nevada, whichever occurs later. The execution and delivery hereof by the Constituent Company shall constitute the approval and adoption of, and consent to, this Agreement and the transactions contemplated hereby in Constituent Company's capacity as the sole shareholder of the Surviving Company.

SECTION 4.2 *Amendments*. The Board of Directors of Constituent Company may amend this Agreement at any time before the Effective Date, provided, however, that an amendment made subsequent to the approval of the Merger by the shareholders of Constituent Company shall not (a) alter or change the amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of Constituent Common Stock and Constituent Preferred Stock, (b) alter or change any term of the Articles of Incorporation of Surviving Company if such alteration or change would adversely affect the holders of Constituent Common Stock, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of Constituent Common Stock.

ARTICLE 5
MISCELLANEOUS

SECTION 5.1 Termination. This Agreement may be terminated and the Merger abandoned at any time before the filing of the Articles of Merger with the Secretary of State of the State of Wyoming and the Articles of Merger with the Secretary of State of the State of Nevada, whether before or after shareholder approval of this Agreement, by the consent of the Boards of Directors of Constituent Company and Surviving Company.

SECTION 5.2 Captions and Section Headings. As used herein, captions and section headings are for convenience only and are not a part of this Agreement and shall not be used in construing it.

SECTION 5.3 Entire Agreement. This Agreement and the other documents delivered pursuant hereto and thereto, or incorporated by reference herein, contain the entire agreement between the parties hereto concerning the transactions contemplated herein and supersede all prior agreements or understandings between the parties hereto relating to the subject matter hereof.

SECTION 5.4 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

SECTION 5.5 Severability. If any one or more of the provisions of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality or enforceability of the remaining provisions of this Agreement shall not be affected thereby. To the extent permitted by applicable law, each party waives any provision of law which renders any provision of this Agreement invalid, illegal or unenforceable in any respect.

SECTION 5.6 Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and assigns.

SECTION 5.7 No Third-Party Beneficiaries. This Agreement is not intended to confer upon any person other than the parties hereto any rights or remedies hereunder.

SECTION 5.8 Governing Law. This Agreement shall be construed in accordance with the laws of Nevada, except to the extent the laws of Wyoming shall apply to the Merger where mandated by the WBCA.

IN WITNESS WHEREOF, Constituent Company and Surviving Company have duly executed this Agreement as of the date first written above.

Constituent Company:

MEDSMART GROUP, INC.,
a Wyoming corporation

By: _____
Name: Davinder Dogra
Title: CEO

Surviving Company:

MILANION GROUP INC.,
a Nevada corporation

By: _____
Name: Davinder Dogra
Title: CEO

EXHIBIT D

Appraisal Rights

17-16-1302. Right to appraisal.

(a) A shareholder is entitled to appraisal rights, and to obtain payment of the fair value of his shares in the event of, any of the following corporate actions:

(i) Consummation of a plan of merger or consolidation to which the corporation is a party if:

(A) Shareholder approval is required for the merger or the consolidation by W.S. 17-16-1104 or 17-16-1111 and the shareholder is entitled to vote on the merger or consolidation, except that appraisal rights shall not be available to any shareholder of the corporation with respect to shares of any class or series that remain outstanding after consummation of the merger; or

(B) The corporation is a subsidiary that is merged with its parent under W.S. 17-16-1105.

(ii) Consummation of a share exchange to which the corporation is a party as the corporation whose shares will be acquired, if the shareholder is entitled to vote on the exchange, except that appraisal rights shall not be available to any shareholder of the corporation with respect to any class or series of shares of the corporation that is not exchanged;

(iii) Consummation of a disposition of assets pursuant to W.S. 17-16-1202 if the shareholder is entitled to vote on the disposition;

(iv) An amendment of the articles of incorporation with respect to a class or series of shares that:

(A) Alters or abolishes a preferential right of the shares;

(B) Creates, alters or abolishes a right in respect of redemption, including a provision respecting a sinking fund for the redemption or repurchase, of the shares;

(C) Alters or abolishes a preemptive right of the holder of the shares to acquire shares or other securities;

(D) Excludes or limits the right of the shares to vote on any matter, or to cumulate votes, other than a limitation by dilution through issuance of shares or other securities with similar voting rights; or

(E) Reduces the number of shares of a class or series owned by the shareholder to a fraction of a share if the corporation has the obligation or right to repurchase the fractional share so created.

(v) Any other amendment to the articles of incorporation, merger, share exchange or disposition of assets if specifically provided in the articles of incorporation, bylaws or a resolution of the board of directors;

(vi) Consummation of a transfer or domestication if the shareholder does not receive shares in the foreign corporation resulting from the transfer or domestication that have terms as favorable to the shareholder in all material respects, and represent at least the same percentage interest of the total voting rights of the outstanding shares of the corporation, as the shares held by the shareholder before the transfer or domestication;

(vii) Consummation of a conversion of the corporation to nonprofit status; or

(viii) Consummation of a conversion of the corporation to an unincorporated entity.

(b) Notwithstanding subsection (a) of this section, the availability of appraisal rights under paragraphs (a)(i), (ii), (iii), (iv), (vi) and (viii) of this section shall be limited in accordance with the following provisions:

(i) Appraisal rights shall not be available for the holders of shares of any class or series of shares which is:

(A) A covered security under section 18(b)(1)(A) or (B) of the Securities Act of 1933, as amended; or

(B) Traded in an organized market and has at least two thousand (2,000) shareholders and a market value of at least twenty million dollars (\$20,000,000.00), exclusive of the value of such shares held by the corporation's subsidiaries, senior executives, directors and beneficial shareholders owning more than ten percent (10%) of such shares; or

(C) Issued by an open end management investment company registered with the Securities and Exchange Commission under the Investment Company Act of 1940 and may be redeemed at the option of the holder at net asset value.

(ii) The applicability of paragraph (i) of this subsection shall be determined as of:

(A) The record date fixed to determine the shareholders entitled to receive notice of, and to vote at, the meeting of shareholders to act upon the corporate action requiring appraisal rights; or

(B) The day before the effective date of such corporate action if there is no meeting of shareholders.

(iii) Paragraph (i) of this subsection shall not be applicable and appraisal rights shall be available pursuant to subsection (a) of this section for the holders of any class or series of shares who are required by the terms of the corporate action requiring appraisal rights to accept for such shares anything other than cash or shares of any class or any series of shares of any corporation, or any other proprietary interest of any other entity, that satisfies the standards set forth in paragraph (i) of this subsection at the time the corporate action becomes effective;

(iv) Reserved.