

K 33031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

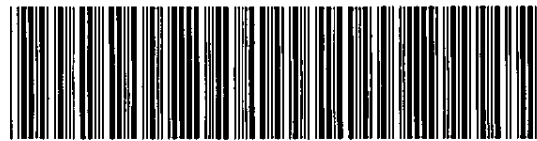
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATE
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15 JUN 10 PM 4:19
TO AGENT OFFICE
SUFFICIENT / OF FILINGS

15 JUN 10 AM 9:00
CORPORATE AFFAIRS
DIVISION

JUN 10 2015
C LEWIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 664392 4312599
AUTHORIZATION : *Lyndell E. Man*
COST LIMIT : \$ 70.00

ORDER DATE : June 10, 2015
ORDER TIME : 3:38 PM
ORDER NO. : 664392-010
CUSTOMER NO: 4312599

ARTICLES OF MERGER

HURRICANE ACQUISITION SUB
CORP.

INTO

QQ SOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
DIVISION OF CORPORATE FILINGS

15 JUN 10 AM 9:00

ARTICLES OF MERGER

of

**HURRICANE ACQUISITION SUB CORP.,
a Delaware corporation,**

with and into

**QQ SOLUTIONS, INC.,
a Florida corporation**

K33031

June 10, 2015

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 thereof.

1. The name and jurisdiction of the surviving corporation is QQ Solutions, Inc., a Florida corporation (the "Surviving Corporation").
2. The name and jurisdiction of the merging corporation is Hurricane Acquisition Sub Corp., a Delaware corporation ("Merger Sub").
3. The plan of merger, dated as of June 10, 2015 (the "Plan of Merger"), setting forth the terms and conditions of the merger whereby Merger Sub will merge with and into the Surviving Corporation with the Surviving corporation surviving the merger (the "Merger"), is attached hereto as Exhibit A. The articles of incorporation of the Surviving Corporation shall be in the form attached hereto as Exhibit B.
4. The Merger shall be effective at the time of the filing of these Articles of Merger.
5. The Plan of Merger was adopted by the stockholders of the Surviving Corporation on June 10, 2015.
6. The Plan of Merger was adopted by the sole stockholder of Merger Sub on June 10, 2015.

[Signature Appears on Following Page]

FILED
STATE
CORPORATIONS

IN WITNESS WHEREOF, each of the parties hereto have caused these Articles of Merger to be executed by its duly authorized officer on the date first written above.

15 JUN 10 AM 9:00

QQ SOLUTIONS, INC.

By: 

Name: Mark A. Malis
Title: President

HURRICANE ACQUISITION SUB CORP.

By: _____


Name: Jennifer Guild
Title: Senior Vice President, General
Counsel and Secretary

IN WITNESS WHEREOF, each of the parties hereto have caused these Articles of Merger to be executed by its duly authorized officer on the date first written above.

QQ SOLUTIONS, INC.

By: _____
Name: Mark A. Malis
Title: President

HURRICANE ACQUISITION SUB CORP.

By: 
Name: Jennifer Guild
Title: Senior Vice President, General
Counsel and Secretary

15 JUN 10 AM 9:00
6111 15001 5 41 300

FILED
JUN 15 2010
9:00 AM
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Exhibit A
Plan of Merger
[See attached]

15 JUN 10 AM 9:00

PLAN OF MERGER

June 10, 2015

15 JUN 10 AM 9:00

FIRST: The name and jurisdiction of each corporation planning to merge is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hurricane Acquisition Sub Corp.	Delaware
QQ Solutions, Inc.	Florida

SECOND: The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
QQ Solutions, Inc.	Florida

THIRD: Pursuant to the Agreement and Plan of Merger, dated June 10, 2015 (the "Merger Agreement") by and among Hurricane Acquisition Sub Corp., a Delaware corporation ("Merger Sub"), QQ Solutions, Inc., a Florida corporation (the "Company") and certain other parties thereto, Merger Sub will merge with and into the Company as the surviving corporation to the merger (the "Merger"). The Merger will be effective upon the filing of certain state merger filings as required under the Merger Agreement (the "Effective Time").

FOURTH: As of the Effective Time, (i) each share of issued and outstanding Merger Sub capital stock will be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation and (ii) each share of issued and outstanding Company capital stock will be converted into the right to receive its proportionate share of cash consideration set forth in the Merger Agreement, in each case pursuant to the terms and conditions set forth in the Merger Agreement.

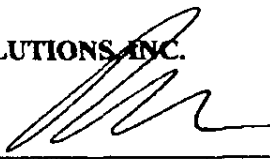
FIFTH: As of the Effective Time, the Articles of Incorporation and Bylaws of the Surviving Corporation will be amended and restated in the respective forms attached to the Merger Agreement.

SIXTH: The directors and officers of Merger Sub will be the directors and officers of the Surviving Corporation and shall serve until successors are elected or appointed.

[Signatures Appear on Following Page]

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their respective officers duly authorized on the day and year first above written.

QQ SOLUTIONS, INC.

By:  _____

Name: Mark A. Malis

Title: President

HURRICANE ACQUISITION SUB CORP.

By: _____

Name: Jennifer Guild

Title: Senior Vice President, General
Counsel and Secretary

15 JUN 10 AM 9:00
REGISTERED
OFFICE OF THE
SECRETARY OF
STATE

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their respective officers duly authorized on the day and year first above written.

QQ SOLUTIONS, INC.

By: _____

Name: Mark A. Malis

Title: President

HURRICANE ACQUISITION SUB CORP.

By: _____

Name: Jennifer Guild

Title: Senior Vice President, General
Counsel and Secretary

15 JUN 10 AM 9:00
OFFICE OF THE CLERK
STATE OF FLORIDA

Exhibit B
Amended and Restated
Articles of Incorporation
of
QQ Solutions, Inc.

[See attached]

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QQ SOLUTIONS, INC.

June 10, 2015

ARTICLE I
NAME

The name of the Corporation shall be: QQ Solutions, Inc.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business and mailing address shall be: 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Articles of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
AUTHORIZED SHARES

The total number of shares which the Corporation shall have authority to issue is five thousand (5,000) shares of Common Stock, with a par value of \$0.01 per share.

ARTICLE V
REGISTERED AGENT

The Corporation's initial registered office and initial registered agent at that address shall be: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI
EXCULPATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by the Florida Business Corporation Act (the "FBCA") or any other applicable laws presently or hereafter in effect, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for, or with respect

15 JUN 10 AM 9:01
DIVISION OF CORPORATE REGISTRATION
STATE OF FLORIDA

to, any acts or omissions in the performance of his or her duties as a director or officer, as applicable of the Corporation. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by the FBCA or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VII. Any repeal or modification of this Article VII shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ARTICLE VIII AUTHORITY OF THE BOARD OF DIRECTORS

In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the FBCA or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

ARTICLE IX AMENDMENTS

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

[Signatures Appear on Following Pages]

Having been named as registered agent to accept service of process for the above stated corporation as the place designated in this articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: Mary Wiener
Signature/Registered Agent

6/10/2015
Date

15 JUN 10 AM 9:01
SECRETARY
DIVISION

STATE OF CALIFORNIA
DIVISION OF CORPORATIONS

15 JUN 10 AM 9:01

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized officer on the date first written above.

QQ SOLUTIONS, INC.

By: 

Name: Mark A. Malis
Title: President