

P160000473 43

(Requestor's Name)

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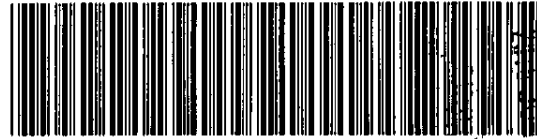
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN 16 PM 7:00


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JUN 16 AM 11:00

JUN 17 2017

C. CARROTHERS

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

ACCOUNT NO. : I20000000195
REFERENCE : 181965 3405C
AUTHORIZATION : 
COST LIMIT : \$ 70.00

ORDER DATE : June 16, 2016
ORDER TIME : 9:36 AM
ORDER NO. : 181965-010
CUSTOMER NO: 3405C

ARTICLES OF MERGER

ESPOC, INC.

INTO

ESPOC SOFTWARE APPLICATIONS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender -- EXT. 62956

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
ESPOC, INC. (A NEW YORK CORPORATION) INTO
ESPOC SOFTWARE APPLICATIONS, INC. (A FLORIDA CORPORATION)
UNDER SECTION 607.1107 OF THE FLORIDA BUSINESS CORPORATION ACT**

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

First:

The name and jurisdiction of the surviving corporation:

ESPOC SOFTWARE Florida P16000047343
APPLICATIONS, INC.

Second:

The name and jurisdiction of the merging corporation:

ESPOC, INC. NEW YORK F12000000714

Third:

The laws of the state or country under which each corporation that is a party to this merger incorporated permits such merger.

Fourth:

The Plan of Merger is attached hereto as Exhibit A.

Fifth:

The merger shall become effective on the date and time that these Articles of Merger are filed with the Florida Department of State, Division of Corporations.

Sixth:

The Plan of Merger was adopted by the requisite approval of the shareholders of the surviving corporation on May 25, 2016.

Seventh:

The Plan of Merger was adopted by the requisite approval of the merging corporation on June 1, 2016.

Eighth:

The name of the surviving corporation shall be changed to "eSpoc, Inc." by amending the Articles of Incorporation of the surviving corporation as follows:

"ARTICLE I: NAME
The name of the corporation shall be eSpoc, Inc. (the "Company")."

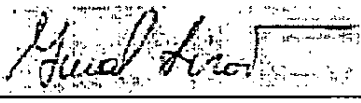
2016 JUN 16 PM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

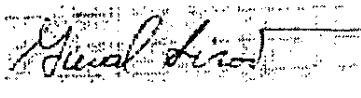
The undersigned corporation has caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: June 1, 2016

ESPOC, INC.
(a New York corporation)

By 
Yuval Lirov, President/CEO

**ESPOC SOFTWARE
APPLICATIONS, INC.**
(a Florida corporation)

By 
Yuval Lirov, President/CEO

[Signature Page to ESPOC, Inc. FL Articles of Merger]

Exhibit A

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First:

The name and jurisdiction of the surviving corporation:

ESPOC SOFTWARE APPLICATIONS, INC.	Florida	P16000047343
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Second:

The name and jurisdiction of the merging corporation:

ESPOC, INC.	New York	F12000000714
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Third: The terms and conditions of the merger are as follows:

1. Merger of eSPOC NY into eSPOC FL. On the Effective Date (as defined in section 6 hereof), eSPOC, Inc., a New York corporation ("ESPOC NY") will merge with and into ESPOC SOFTWARE APPLICATIONS, Inc., a Florida corporation ("ESPOC FL") and the separate existence of ESPOC NY will cease. ESPOC FL will be the Surviving Corporation and will continue its existence under Florida law.

2. Certificate of Incorporation and By-Laws of Surviving Corporation. On the Effective Date, ESPOC FL's Certificate of Incorporation, as then in effect, and as amended hereby, will become the Certificate of Incorporation of the Surviving Corporation and thereafter continue to be its Certificate of Incorporation until changed as provided by law. On the Effective Date, ESPOC FL's ByLaws, as then in effect, will become the ByLaws of the Surviving Corporation and thereafter continue to be its ByLaws until changed as provided by law.

3. Directors and Officers of Surviving Corporation. On the Effective Date, the directors and officers of ESPOC FL, as then in office, will become the directors and officers of the Surviving Corporation, to serve in such capacity until the next annual meeting of the shareholders and of the directors, respectively, or until their successors have been duly elected and qualified.

4. Shares. On the Effective Date (a) each then issued and outstanding share of the stock of ESPOC FL will be and continue to be an issued and outstanding share of the Surviving Corporation, and (b) each then issued and outstanding share of the stock of ESPOC NY will, by virtue of the merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

5. Liabilities and Obligations. On the Effective Date, the separate existence of all parties to the merger, except that of the Surviving Corporation, shall cease. All of the property, real, personal and mixed, and licenses of ESPOC NY, and all debts due on whatever account to ESPOC NY, including choses in action, shall be deemed to be transferred to and vested in ESPOC FL, without further action, and the title to any real estate, or any interest therein, vested in ESPOC NY shall not revert or be in any way impaired by reason of the merger. ESPOC FL shall be responsible for all the liabilities of ESPOC NY. Liens upon the property of ESPOC NY shall not be impaired by the merger and any claim existing or action or proceeding pending by or against ESPOC NY and ESPOC FL may be prosecuted to judgments as if the merger had not taken place, or ESPOC FL may be proceeded against or substituted in its place. Any taxes, penalties and public accounts claimed against ESPOC NY but not settled, assessed or determined prior to the Effective Date shall be settled, assessed or determined against ESPOC FL and, together with interest thereon, shall be a lien against the franchises and property, both real and personal, of ESPOC FL.

6. Approval, Filing and Effectiveness. After this Plan has been duly approved in the manner required by law and if it is not terminated in accordance with paragraph 7 hereof, Articles of Merger will be executed and filed with the Florida Department of State, Division of Corporations. The date of filing of the Florida Articles of Merger will be the "Effective Date" of the Merger.

7. Termination. This Plan may be terminated and the merger abandoned by action of the Directors of ESPOC NY or by action of the Directors of ESPOC FL at any time prior to the Effective Date.

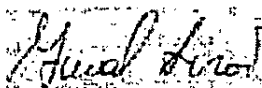
Fourth: The Articles of Incorporation of ESPOC FL shall be amended as follows:

"ARTICLE I: NAME

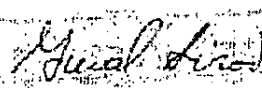
The name of the corporation shall be eSpoc, Inc. (the "Company")."

IN WITNESS WHEREOF, each constituent corporation has caused this Plan of Merger to be signed by an authorized officer, June 1, 2016.

ESPOC, INC.
(a New York corporation)

By 
Yuval Lirov, President/CEO

**ESPOC SOFTWARE
APPLICATIONS, INC.**
(a Florida corporation)

By 
Yuval Lirov, President/CEO

[Signature Page to FL Plan of Merger]