

Division of Corporations

Page 1 of 1

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**MERGER OR SHARE EXCHANGE
SEATEL, INC.**

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
OF
TRACSTAR SYSTEMS, INC.
INTO
SEATEL, INC.**

Pursuant Section 607.1105 of the Florida Business Corporation Act, the undersigned constituent corporations execute the following Articles of Merger:

FIRST: The name and state of incorporation for each of the constituent corporations are: TRACSTAR SYSTEMS, INC., a Florida corporation, and SEATEL, INC., a California corporation.

SECOND: The name of the surviving corporation is SEATEL, INC., a California corporation.

THIRD: The plan of merger is attached hereto (the "Plan").

FOURTH: The effective date of the merger to be effected pursuant to these Articles of Merger shall be the 31st day of December 2014.

FIFTH: The Plan was adopted by the sole shareholder of TracStar Systems, Inc., the merging corporation, on the 29th day of December 2014.

SIXTH: The Plan was adopted by the sole shareholder of SeaTel, Inc., the surviving corporation, on the 29th day of December 2014.

IN WITNESS WHEREOF, the constituent corporations have caused these articles to be signed by an authorized officer as of the 29th day of December 2014.

TRACSTAR SYSTEMS, INC.

By: 
Name: John Phillips
Title: President

SEATEL, INC.

By: 
Name: John Phillips
Title: Chief Executive Officer

(4/6)
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**AGREEMENT AND PLAN OF MERGER
OF
TRACSTAR SYSTEMS, INC.
INTO
SEATEL, INC.**

**Under Section 607.1107 of the Florida Business Corporation Act and
Section 1108 of the California Corporations Code**

The following constitutes the Agreement and Plan of Merger of TRACSTAR SYSTEMS, INC., a Florida corporation, and SEATEL, INC., a California corporation (collectively the "Constituent Corporations" and each a "Constituent Corporation"):

1. The name of the corporation intending to be merged is TRACSTAR SYSTEMS, INC. (the "Merging Corporation").
2. The name of the surviving corporation into which the Merging Corporation is to merge is SEATEL, INC. (the "Surviving Corporation").
3. The terms and conditions of the merger, and the manner and basis of converting the shares of each Constituent Corporation, are as follows:

As of the effective date of this merger:

- a) The separate legal existence of the Merging Corporation shall cease and said corporation shall be merged with and into the Surviving Corporation;
 - b) All of the outstanding shares of the Merging Corporation shall be cancelled without consideration and no change shall be effected with respect to the shares of the Surviving Corporation; and
 - c) The Surviving Corporation shall continue in existence and shall, without transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and the rights, privileges, powers and purposes of each of the Constituent Corporations, and all property, real or personal, and all debts due to each of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation.
4. No changes to the Articles of Incorporation of the Surviving Corporation shall be effected by this merger.

5. This Agreement and Plan of Merger may be abandoned by the adoption of a resolution by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of a Certificate of Merger or Articles of Merger with respect hereto.

6. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same.

7. The foregoing merger shall have a future effect date of the 31st day of December 2014 at 11:59pm (Eastern Time).

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigneds have duly executed this Agreement and Plan of Merger as of the 29th day of December 2014.

TRACSTAR SYSTEMS, INC.

By: 

Name: John Phillips

Title: President

By: 

Name: John Phillips

Title: Secretary

SEATEL, INC.

By: 

Name: John Phillips

Title: President

By: 

Name: Lily Zapata

Title: Secretary