

F15040

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2015 MAR 11 AM 8:47
15 MAR 11 PM 4:45

Merger
(1a) 3.12.15

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CityEpress Corp.

Signature _____

Requested by: SETH

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CityXpress Corp.</u>	<u>Oklahoma</u>	<u> </u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CityXpress Corp.</u>	<u>Florida</u>	<u>F15040</u>
<u> </u>	<u> </u>	<u> </u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 1, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title:

CityXpress Corp.

P. 1

Phil M. Dubois, Chairman/ President

a Florida corporation

and Director

Ken Bradley, Director

CityXpress Corp.

1212

Phil M. Dubois, Chairman/ President

an Oklahoma corporation

and Director

Ken Bradley, Director

EXHIBIT A

**AGREEMENT OF MERGER
(Domiciliary Change)
OF
CITYXPRESS CORP.
A FLORIDA CORPORATION
AND
CITYXPRESS CORP.
AN OKLAHOMA CORPORATION**

THIS AGREEMENT OF MERGER (the "Agreement") dated as of December 1, 2014 (the "Effective Date"), is made and entered into by and between CityXpress Corp., a Florida corporation ("CYXP FL"), and CityXpress Corp., an Oklahoma corporation ("CYXP OK"), which corporations are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, CYXP FL is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of One Hundred Fifty Million (150,000,000) shares of stock, of which One Hundred Fifty Million (150,000,000) shares are Common Stock, par value of \$.001 per share (the "CYXP FL Common Stock"), of which Eighty-Six Million Four Hundred Sixty-Eight Thousand Four Hundred Fifty-Nine (86,468,459) of CYXP FL Common Stock are issued and outstanding; and

WHEREAS, CYXP OK is a corporation organized and existing under the laws of the State of Oklahoma and has an authorized capital of One Hundred Fifty Million (150,000,000) shares of stock, of which One Hundred Fifty Million (150,000,000) shares are Common Stock, par value of \$.001 per share (the "CYXP OK Common Stock"), of which no shares of CYXP OK Common Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors of CYXP FL and CYXP OK have determined that it is in the best interests of CYXP FL and CYXP OK, and their respective shareholders, that CYXP FL merge with and into CYXP OK (the "Merger") to move the domicile from Florida to Oklahoma; and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

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 CYXP FL shall be merged into CYXP OK.

ARTICLE I MERGER

1.1 MERGER. On the Effective Date of the Merger as provided herein, CYXP FL shall be merged into CYXP OK, the separate existence of CYXP FL shall cease, and CYXP OK (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of CityXpress Corp., by virtue of, and shall be governed by, the laws of the State of Oklahoma.

ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 ARTICLES OF INCORPORATION. The name of the Surviving Corporation shall be "CityXpress Corp." Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Articles of Incorporation of CYXP OK (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 BYLAWS. The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of CYXP OK (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 OFFICERS AND DIRECTORS. Upon the Effective Date, the officers of CYXP OK shall be the officers of the Surviving Corporation, and the members of the Board of Directors of CYXP OK shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If, upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

ARTICLE III EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 CONVERSION OF SHARES. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of CYXP FL Common Stock or any shares of CYXP OK Common Stock:

(a) each share of CYXP OK Common Stock owned by CYXP FL immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) each share of common stock of CYXP FL outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and non-assessable share of common stock of the Surviving Corporation and such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation (the "Surviving Corporation Shares").

**ARTICLE IV
GENERAL**

4.1 FURTHER ASSURANCES. Each of CYXP FL and CYXP OK agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of CYXP FL and CYXP OK and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of CYXP FL and CYXP OK may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of CYXP FL and CYXP OK. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

4.4 GOVERNING LAW. This Agreement shall be governed by and construed in accordance by the laws of the State of Oklahoma, without giving effect to the principles of conflicts of laws thereof.


4.5 FEES AND EXPENSES. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.

4.6 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

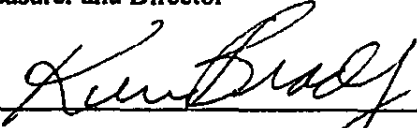
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IN WITNESS WHEREOF, the Oklahoma Corporation and the Florida Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger to be executed by an authorized officer of each party thereto.

CITYXPRESS CORP. (CYXP OK)
an Oklahoma Corporation

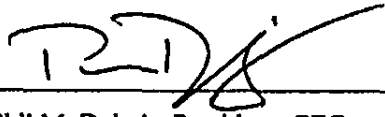


Phil M. Dubois, Chairman/CEO, Secretary
Treasurer and Director

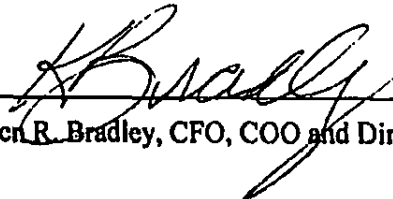


Ken R. Bradley, CFO, COO and Director

CITYXPRESS CORP. (CYXP FL)
a Florida Corporation



Phil M. Dubois, President, CEO and Director



Ken R. Bradley, CFO, COO and Director