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**MERGER OR SHARE EXCHANGE
NXL TECHNOLOGIES, INC.**

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**NXL, INC., a Florida Corporation
Merger into
NXL TECHNOLOGIES, INC., a Delaware Corporation**

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109 and/or 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. NXL, Inc., a Florida Corporation 7875 SW 104 th Street Suite 100 Miami, FL 33156 Florida Document/Registration Number: P14000099145	Florida	Corporation
2. NXL Technologies, Inc., a Delaware Corporation 7875 SW 104 th Street Suite 100 Miami, FL 33156 Delaware Document/Registration Number: 6728498	Delaware	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NXL Technologies, Inc., a Delaware Corporation 7875 SW 104 th Street Suite 100 Miami, FL 33156 Florida Document/Registration Number: 6728498	Delaware	Corporation

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, and/or 617.1103, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, and/or 608, Florida Statutes.

FOURTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FIFTH : If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the

surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, and/or 608.4383, Florida Statutes.

SIXTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1109, and/or 608.4381(2), Florida Statutes.

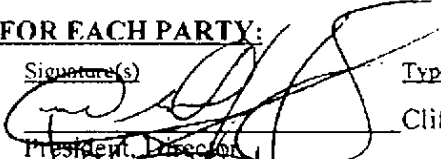
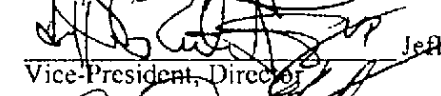
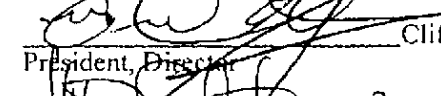
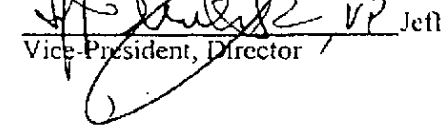
SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective as of:

January 26, 2018

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
NXL, Inc., a Florida corporation	 President, Director	Clifford Tubbs
	 Vice-President, Director	Jeffrey Rubinstein
NXI Technologies, Inc., a Delaware corporation	 President, Director	Clifford Tubbs
	 Vice-President, Director	Jeffrey Rubinstein

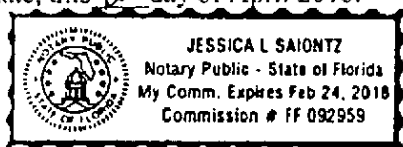
STATE OF FLORIDA

SS:

COUNTY OF MIAMI- DADE)

I HEREBY CERTIFY that CLIFFORD TUBBS and JEFFREY RUBINSTEIN, who are personally known to me, this day personally appeared before me and acknowledged that they executed the foregoing instrument freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, said County and State, this 2nd day of April 2018.




NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, and/or 608.4381, is being submitted in accordance with section(s) 607.1108, and/or 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NXL Technologies, Inc., a Delaware Corporation	Delaware
NXL, Inc., a Florida Corporation	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NXL Technologies, Inc., a Delaware Corporation	Delaware

THIRD: The terms and conditions of the merger are as follows:

\$10.00 and other good and valuable consideration.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Stock for Stock.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

One Share for One Share.

Name of Entity Signature(s)

NXL, Inc.

Typed or Printed Name of Individual

Clifford Tubbs, President and Director

Jeffrey Rubinstein, Vice-President and Director

NXL Technologies, Inc.

Clifford Tubbs, President and Director

Jeffrey Rubinstein, Vice-President and Director

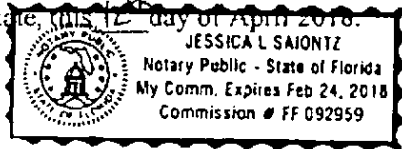
STATE OF FLORIDA)

SS:

COUNTY OF MIAMI- DADE)

I HEREBY CERTIFY that CLIFFORD TUBBS and JEFFREY RUBINSTEIN, who are personally known to me, this day personally appeared before me and acknowledged that they executed the foregoing instrument freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, said County and State, this 12th day of April 2018.



Jessica L. Saiontz
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires: