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Division of Corporations

Florida Department of State

Division of Corporations

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**MERGER OR SHARE EXCHANGE  
CALLPASS TECH, LLC**

Certificate of Status	0
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Page Count	02
Estimated Charge	\$50.00

2020 JUN 10 PM 3:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following Florida Limited Liability Companies in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act").

1. The name, form and jurisdiction for each merging entity are as follows:
  - a. CALLPASS M2M SOLUTIONS, LLC, a Florida limited liability company, and
  - b. CALLPASS TECH, LLC, a Florida limited liability company
2. The name, form and jurisdiction for the surviving entity are as follows:
  - a. CALLPASS TECH, LLC, a Florida limited liability company.
3. The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026 of the Act and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Act.
4. The surviving entity exists before the merger and is a domestic filing entity. There is no amendment to its public organic record in connection with this merger.
5. The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Act.
6. The merger shall become effective upon the filing of this Articles of Merger.

CALLPASS M2M SOLUTIONS, LLC,  
a Florida limited liability company

By: [Signature]  
Name: Kevin Hawkins  
Title: Manager  
Date: 6/8/2020

CALLPASS TECH, LLC,  
a Florida limited liability company

By: [Signature]  
Name: Kevin Hawkins  
Title: Manager  
Date: 6/8/2020

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA 32309-0001

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## EXHIBIT A

## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by CALLPASS M2M SOLUTIONS, LLC, a Florida limited liability company ("M2M"), and CALLPASS TECH, LLC, a Florida limited liability company ("Callpass Tech"), for the purpose of merging M2M into Callpass Tech pursuant to Section 605.1021 et seq. of the Florida Revised Limited Liability Company Act (the "Act"). Callpass Tech is sometimes referred to herein as the "Surviving Entity".

1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), M2M will be merged with and into Callpass Tech pursuant to and in accordance with the provisions of Section 605.1025 of the Act (the "Merger"). As a result of the Merger, the separate existence of M2M will cease and Callpass Tech, as the Surviving Entity, will be fully vested in the rights, privileges and assets of M2M, and will be responsible for the debts, liabilities and obligations of M2M.
2. Treatment of Membership Interests. The membership interests of Callpass Tech issued and outstanding immediately prior to the Effective Time will be unaffected by the Merger and will remain issued and outstanding following the Merger. The membership interests of M2M issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
3. Management of the Surviving Entity. Following the Merger, the Surviving Entity will be a manager-managed company within the meaning of the Act, and Kevin Hawkins will be the manager of the Surviving Entity. The Second Amended and Restated Operating Agreement of Callpass Tech will be the Operating Agreement of the Surviving Entity after the Merger.
4. Effective Time. The Merger shall be effective when the Articles of Merger are filed with the Florida Department of State.

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02:26:40 p.m.