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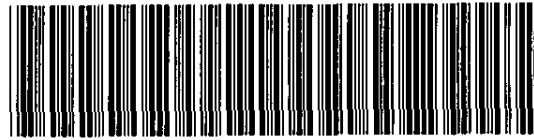
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MAY -1 2012
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ATTORNEYS AT LAW

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April 30, 2012

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificate of Merger of Artemis International Technologies, Inc.
into NetDirective Artemis Technologies, LLC
Our File No. 316884-1

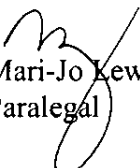
To Whom It May Concern:

Enclosed for filing, please find an original and two copies of **CERTIFICATE OF MERGER of Artemis International Technologies, Inc. into NetDirective Artemis Technologies, LLC.**

Please **FILE THE ORIGINAL, ISSUE A CERTIFIED COPY, and date-stamp the second copy of this Certificate.** A check in the amount of **\$90.00** is enclosed.

Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

\316884\ - # 759793 v1

**CERTIFICATE OF MERGER
OF
ARTEMIS INTERNATIONAL TECHNOLOGIES, INC.
INTO
NETDIRECTIVE ARTEMIS TECHNOLOGIES, LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act, as amended ("FBCA"), and Section 608.438 of the Florida Limited Liability Company Act, as amended ("FLLCA"), the undersigned entities adopt the following Certificate of Merger for the purpose of merging them into one of such entities:

FIRST: The names of the undersigned entities and the states under the laws of which they are respectively incorporated and organized are:

Name of Entity

State

Artemis International Technologies, Inc.

Florida

- 795000065585

netDirective Artemis Technologies, LLC

Florida

- 412000044249

SECOND: The surviving entity is netDirective Artemis Technologies, LLC and it is to be governed by Chapter 608 of the laws of the State of Florida.

THIRD: The Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the Shareholders, and adopted by the Board of Directors, of Artemis International Technologies, Inc., a Florida corporation, on April 30, 2012, in the manner prescribed by Section 607.1103 of the FBCA. Additionally, the Plan of Merger was approved by the Members of netDirective Artemis Technologies, LLC, a Florida limited liability company, on April 29, 2012, in the manner prescribed by Section 608.4381 of the FLLCA.


FOURTH: The effective date of the merger shall be 11:59pm on April 30, 2012.

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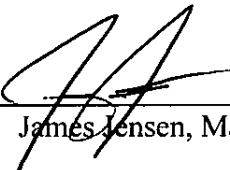
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Dated: April 30, 2012

Artemis International Technologies, Inc.

By: 
D. Travis Proctor, President

netDirective Artemis Technologies, LLC

By: 
James Jensen, Manager

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Exhibit A
Plan of Merger

See attached.

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PLAN OF MERGER

BY AND BETWEEN

NETDIRECTIVE ARTEMIS TECHNOLOGIES, LLC,

AND

ARTEMIS INTERNATIONAL TECHNOLOGIES, INC.

April 24, 2012

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PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made as of April 24, 2012, by **NETDIRECTIVE ARTEMIS TECHNOLOGIES, LLC**, a Florida limited liability company ("NDAT"), and **ARTEMIS INTERNATIONAL TECHNOLOGIES, INC.**, a Florida corporation ("AIT"). Certain capitalized terms used in this Plan are defined elsewhere in this Plan.

RECITALS

A. netDirective Technologies, Inc. is a corporation organized under the laws of the state of Florida ("ND") with total outstanding capitalization consisting of one thousand (1,000) shares of voting common stock held by the shareholders listed on Exhibit A in the amounts shown thereon (the sole class of ND capital stock).

B. NDAT is a wholly owned Subsidiary of ND as ND owns all one hundred (100) outstanding units of NDAT (the sole class of NDAT membership interests).

C. AIT is corporation formed under the laws of the state of Florida with total outstanding capitalization consisting of ten thousand (10,000) shares of voting common stock held by the shareholders listed on Exhibit B in the amounts shown thereon (the sole class of AIT capital stock).

D. ND, as the sole member of NDAT, has (a) determined that the transactions described herein are advisable and in the best interests of NDAT and ND and (b) approved and adopted this Plan in accordance with Section 608.4381 of the FLLCA.

E. The board of directors of AIT has determined that the transactions described herein are advisable and in the best interests of AIT and its respective shareholders and the shareholders of AIT have approved and adopted this Plan in accordance with Section 607.1103 of the FBCA.

F. This Plan provides for the acquisition of AIT by NDAT pursuant to the merger of AIT with and into NDAT with NDAT as the Surviving Entity (as hereinafter defined). At the effective time of such merger, the outstanding shares of capital stock of AIT shall be converted into the right to receive the consideration provided herein.

G. The parties intend, by executing this Plan, to adopt a plan of reorganization within the meaning of Section 354(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger to qualify as a "reorganization" under the provisions of Section 368(a) of the Code.

ARTICLE I DEFINITIONS

1.01 Certain Definitions. Each of the following terms shall have the meaning given such terms as set forth in the Section of this Plan set forth below opposite such term:

<u>Defined Term</u>	<u>Section</u>
Additional Shares	2.05(a)
AIT	Preamble
Certificate of Merger	2.03
Code	Recitals

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<u>Defined Term</u>	<u>Section</u>
Closing	2.02
Closing Date	2.02
Effective Time	2.03
Merger	2.01
ND	Recitals
NDAT	Preamble
Plan	Preamble
Surviving Entity	2.01

1.02 Additional Definitions. The following terms, when used in this Plan, shall have the meanings set forth below:

“**Capital Securities**” means the outstanding shares of common stock or units of membership interest of a Constituent Entity.

“**Constituent Entity**” means each of ND, NDAT and AIT.

“**FBCA**” means the Florida Business Corporation Act, Title XXXVI, Chapter 607 of Florida Statutes.

“**FLLCA**” means the Florida Limited Liability Company Act, Title XXXVI, Chapter 608 of Florida Statutes.

“**Person**” means an individual, firm, corporation (including any non-profit corporation), partnership, limited liability company, joint venture, association, trust, Governmental Authority or other entity or organization.

“**Subsidiary**” means with respect to any Person, any corporation or other entity of which such Person has, directly or indirectly, ownership of securities or other interests having the power to elect a majority of such corporation’s board of directors (or similar governing body), or otherwise having the power to direct the business and policies of that corporation or other entity other than securities or interests having such power only upon the happening of a contingency that has not occurred.

1.03 Rules of Construction. This Plan shall be construed in accordance with the following rules of construction:

- (a) the terms defined in this Plan include the plural as well as the singular;
- (b) all references in the Plan to designated “Articles,” “Sections” and other subdivisions are to the designated Articles, Sections and other subdivisions of the body of this Plan;
- (c) pronouns of either gender or neuter shall include, as appropriate, the other pronoun forms;
- (d) the words “herein,” “hereof” and “hereunder” and other words of similar import refer to this Plan as a whole and not to any particular Article, Section or other subdivision; and
- (e) the words “includes” and “including” are not limiting.

ARTICLE II
TRANSACTIONS AND TERMS OF MERGER

2.01 Merger. At the Effective Time, AIT shall be merged with and into NDAT in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the FLLCA and with the effects provided in Section 607.11101 of the FBCA and Section 608.4383 of the FLLCA (the "**Merger**"). NDAT shall be the surviving entity (the "**Surviving Entity**") resulting from the Merger and shall continue to be governed by the Laws of the State of Florida. As a result of the Merger, the separate corporate existence of AIT will cease.

2.02 Closing. The closing of the transaction (the "**Closing**") shall take place at the offices of ND at 5430 Village Drive, Suite 103, Rockledge, FL 32955 as soon as practicable unless another date or place is agreed to in writing by the parties hereto. The date on which the Closing actually occurs is hereinafter referred to as the "**Closing Date**."

2.03 Effective Time. On the Closing Date, the Surviving Entity will cause the certificate of merger to which this Plan is attached (the "**Certificate of Merger**") to be filed with the Department of State of the State of Florida in accordance with the provisions of Section 608.4382 of the FLLCA. The Merger shall become effective at 11:59pm on April 30, 2012 in accordance with Section 608.4382 of the FLLCA (the "**Effective Time**").

2.04 Surviving Entity Governing Instruments, Managers and Officers.

(a) At the Effective Time, (i) the articles of organization of NDAT as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Entity until thereafter changed or amended as provided therein or by applicable Law, and (ii) the Operating Agreement of NDAT, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until thereafter changed or amended as provided therein or by applicable Law.

(b) The managers of NDAT in office immediately prior to the Effective Time shall resign from office and the directors of AIT in office immediately prior to the Effective Time shall resign from office and the following Persons shall serve as the managers of the Surviving Entity from and after the Effective Time in accordance with the Operating Agreement of the Surviving Entity:

Managers

D. Travis Proctor
David Soper

(c) The officers of NDAT in office immediately prior to the Effective Time shall resign from office and the officers of AIT in office immediately prior to the Effective Time shall resign from office and the following individuals shall serve as the officers of the Surviving Entity from and after the Effective Time in accordance with the Operating Agreement of the Surviving Entity:

<u>Name</u>	<u>Office</u>
D. Travis Proctor	CEO

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David Soper
Frank Huston
Teresa Ho
Frank Huston
D. Travis Proctor

President/CTO
COO
CFO/VP HR
Treasurer
Secretary

2.05 Treatment of Capital Securities. Subject to the provisions of this Article II, at the Effective Time, by virtue of the Merger and without any action on the part of ND, NDAT or AIT (or its shareholders), the Capital Securities of the Constituent Entities shall be converted as follows:

(a) Each share of ND common stock issued and outstanding immediately prior to the Effective Time shall remain an issued and outstanding share of ND common stock and shall not be affected by the Merger; provided, however, at the Effective Time, each holder of ND common stock shall receive sixty-nine (69) additional shares of ND common stock (the "Additional Shares") for each share of ND common stock held immediately prior to the Effective Time.

(b) Each share of AIT common stock issued and outstanding as of the Effective Time shall be converted into a right to receive three (3) shares of the sole class of authorized ND common stock.

(c) Each of the shares of AIT common stock or preferred stock held by AIT, other than shares of AIT common stock or preferred stock held on behalf of third parties, shall be cancelled and retired at the Effective Time and no consideration shall be issued in exchange therefor.

(d) Each unit of NDAT issued and outstanding immediately prior to the Effective Time shall remain an issued and outstanding unit of NDAT and shall not be affected by the Merger.

(e) The board of directors of AIT has determined that the shareholders of AIT are entitled to assert appraisal rights under the FBCA.

2.06 Tax Consequences. It is intended by the parties hereto that the Merger shall constitute a "reorganization" within the meaning of Section 368(a) of the Code and the issuance of the Additional Shares shall constitute a "recapitalization" within the meaning of Section 368(a) of the Code. Each of the parties hereto shall report the Merger and the issuance of the Additional Shares for federal and state income tax purposes in a manner consistent with such characterization, including the filing of the statement required by Treasury Regulation Section 1.368-3, to the extent permitted by law.

ARTICLE III MISCELLANEOUS PROVISIONS

3.01 Amendment and Modifications. This Plan may be amended, modified and supplemented by mutual written consent of the board of directors of AIT and the managers of NDAT in accordance with applicable Law.

3.02 Notices. All notices, requests, demands and other communications required or permitted hereunder or by applicable Law shall be in writing addressed to:

(a) AIT:

Artemis International Technologies, Inc.
1427 Aurora Road
Melbourne, FL 32935

Attention: D. Travis Proctor, President

(b) NDAT:

netDirective Artemis Technologies, LLC
5430 Village Drive
Suite 103
Rockledge, Florida 32955
Attention: James Jensen, Manager

3.03 Headings. The headings of the Sections and Articles of this Plan are inserted for convenience only and shall not constitute a part hereof or affect in any way the meaning or interpretation of this Plan.

3.04 Third Parties. Except as specifically set forth or referred to herein, nothing herein expressed or implied is intended or shall be construed to confer upon or give to any Person other than the parties hereto or their successors and assigns any rights or remedies under or by reason of this Plan.

3.05 Calendar Days. All references to days shall be deemed to refer to calendar days unless this Plan specifically refers to "business days," in which event Saturdays, Sundays, and federal holidays shall be excluded.


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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written. The execution of this Plan by the parties constitutes an adoption of this Plan within the meaning of Section 607.1101 of the FBCA and Section 608.4381 of the FLLCA.

"AIT"

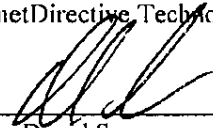
ARTEMIS INTERNATIONAL TECHNOLOGIES, INC.,
a Florida corporation

By: 
Name: D. Travis Proctor
Title: President

"NDAT"

NETDIRECTIVE ARTEMIS TECHNOLOGIES, LLC,
a Florida limited liability company

By: netDirective Technologies, Inc., sole member

By: 
Name: David Soper
Title: President

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EXHIBIT A

ND Shareholders

<u>Shareholder</u>	<u>Shares</u>
James Jensen	570
David Soper	380
Frank Huston	50

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EXHIBIT B

AIT Shareholders

<u>Shareholder</u>	<u>Shares</u>
Travis Proctor	8,050.00
Richard Richardson	500.00
Daniel Schlegel	500.00
James E. Pruitt	250.00
Marsha Duncan	250.00
Russell Gray	200.00
Norm Aufderheide	250.00

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