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Division of Corporations

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
AGORA TECHNOLOGIES LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$60.00

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February 3, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AGORA TECHNOLOGIES LLC
21857 DISTURBED PINE RD
CUDJOE KEY, FL 33042US

SUBJECT: AGORA TECHNOLOGIES LLC
REF: L14000170435

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

FAX Aud. #: H15000026062
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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

Pursuant to the provisions of the Delaware General Corporation Law and the Florida Revised Limited Liability Company Act (the "FRLCA"), the undersigned entities adopt the following Articles 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 law of which they are respectively organized are

Agora Technologies Inc., a Delaware corporation
Agora Technologies LLC, a Florida limited liability company

SECOND: The laws of each of Delaware and Florida permit such merger.

THIRD: The name of the surviving entity is Agora Technologies LLC and it is to be governed by Florida law.

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FOURTH: On October 31, 2014 the following Agreement and Plan of Merger was authorized by the director of Agora Technologies Inc. in the manner prescribed in the Delaware General Corporation Law and by the manager of Agora Technologies LLC in the manner prescribed in Sections 605.1021 - 1026 of the FRLCA, respectively, and was approved by the stockholders/members of each of the undersigned entities in the manner prescribed by the law of the state under which it is organized:

See Exhibit "A" attached hereto and by this reference incorporated herein.

FIFTH: Agora Technologies Inc. has ten million (10,000,000) shares of common stock authorized for issuance, and three million eight hundred ninety eight thousand nine hundred forty four (3,898,944) shares thereof outstanding, and no other authorized shares of capital stock, and thus only the common shares outstanding are entitled to vote on such Agreement and Plan of Merger. Agora Technologies LLC has one hundred (100) units of beneficial ownership interest outstanding and entitled to vote on such Agreement and Plan of Merger.

SIXTH: As to each of the undersigned entities, the total number of shares and units voted for and against the Agreement and Plan of Merger, respectively, are as follows:

<u>Name</u>	<u>Total Voted For</u>
Agora Technologies Inc., a Delaware corporation	3,898,944
Agora Technologies LLC, a Florida limited liability company	100

No shares or units voted against the Agreement and Plan of Merger.

SEVENTH: The surviving entity is to be governed by the laws of Florida and hereby (a) agrees that it may be served with process in Delaware in any proceeding for the enforcement of the rights of a dissenting stockholder against the surviving entity, (b) irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such proceeding (and directs such Delaware reg-

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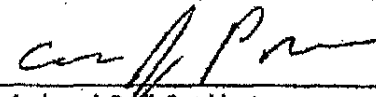
istered agent to mail a copy of any process served to the surviving entity at 21857 Disturbed Pine Road, Cudjoe Key, Florida 33042 Attn: Andrew J. Prell), (c) agrees that it will furnish a copy of the Agreement and Plan of Merger to any of its members or to any person who was a stockholder of Agora Technologies Inc., a Delaware corporation, upon written request and without charge, and (d) agrees that it will promptly pay to the dissenting stockholders of such Delaware corporation the amount, if any, to which they shall be entitled under the provisions of the Delaware General Corporation Law with respect to the rights of dissenting stockholders.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 1st day of November, 2014.

AGORA TECHNOLOGIES INC., a Delaware corporation

By: 
Andrew J. Prell, President

AGORA TECHNOLOGIES LLC, a Florida limited liability company

By: 
Andrew J. Prell, President

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER made this 31st day of October, 2014 by and between AGORA TECHNOLOGIES INC., a Delaware corporation (the "Delaware Company"), and AGORA TECHNOLOGIES LLC, a Florida limited liability company (the "Florida Company").

Recitals:

- A. The Delaware Company and the Florida Company (together, the "Merging Companies") desire that the Delaware Company merge with and into the Florida Company, a wholly-owned subsidiary of the Delaware Company.
- B. The director and stockholders of the Delaware Company and the manager and member of the Florida Company have authorized and approved this Agreement and Plan of Merger.

NOW THEREFORE, in consideration of the foregoing and the provisions hereinbelow, the parties hereto agree as follows:

1. The Delaware Company hereby merges into the Florida Company. The Florida Company shall survive the merger.
2. The Articles of Organization of the Florida Company as in effect on the date of the merger provided for herein shall continue in full force and effect, and the surviving entity shall be governed by Florida law and shall have as its purpose the continuation of the business heretofore conducted by the Delaware Company.
3. The manner of converting the outstanding shares of the capital stock of the Delaware Company into units of ownership interest in the Florida Company shall be as follows:
 - a. Each share of the Florida Company's capital stock that is issued and outstanding immediately prior to the date on which the merger shall become effective shall, by virtue of the merger and without further action, cease to exist, and all stock certificates representing such shares shall be automatically cancelled.
 - b. Each share of the Delaware Company's capital stock that is issued and outstanding on the date of the merger shall by virtue of the merger and without further action, cease to exist and shall be converted into one (1) unit of ownership interest in the Florida Company.
 - c. After the effective date of the merger, each holder of an outstanding stock certificate representing shares of the Delaware Company's capital stock shall surrender the same to the Florida Company and be entitled upon such surrender to receive a new unit certificate for the same number of units of ownership interest in the Florida Company.

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4. The terms and conditions of the merger are as follows:

- a. The Operating Agreement of the Florida Company as it exists on the effective date of the merger shall be and remain the Operating Agreement following the merger.
- b. The manager and officer of the Florida Company as they exist on the effective date of the merger shall be and remain the manager and officer following the merger.
- c. The merger shall become effective upon filing of Articles of Merger with the Secretary of State of Delaware and with the Secretary of State of Florida.
- d. Upon the effective date of the merger, all property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the Delaware Company shall be transferred to, vested in and devolved upon the Florida Company without further act or deed and all property, rights and every other interest of the Delaware Company shall be as effectively the property of the Florida Company as they were of the Delaware Company prior to the merger. All rights of creditors of the Delaware Company shall be preserved unimpaired, and all debts, liabilities and obligations of the Delaware Company shall attach to the Florida Company and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it.
- e. The Florida Company hereby agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligations of the Delaware Company and in any proceeding for the enforcement of the rights of a dissenting stockholder of the Delaware Company pursuant to Delaware law, and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such proceeding.

5. This Agreement and Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this document to be executed by their duly authorized officers as of the date first written above.

AGORA TECHNOLOGIES INC., a Delaware corporation

By: 

Andrew J. Prell, President

AGORA TECHNOLOGIES LLC, a Florida limited liability company

By: 

Andrew J. Prell, President