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S. YOUNG

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 4 Star Capital Group, LLC

Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Interest Exchange and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Lampley

Name of Person

Lampley Law Office

Firm/Company

5237 Summerlin Commons Blvd., Ste. 217

Address

Fort Myers, FL 33907

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Lampley

Name of Person

at (239)

Area Code

275-2289

Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Important Notice: Pursuant to s. 605.0212 (11), F.S., as a condition of an interest exchange between a limited liability company and another entity under s. 605.1031, the limited liability company and each other entity that is a party to the interest exchange which exists under the laws of this state, and each party to the interest exchange which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of interest exchange are submitted to the department for filing.

**ARTICLES OF INTEREST EXCHANGE OF NETTUO
HOLDINGS, LLC, A FLORIDA LIMITED LIABILITY COMPANY, WITH
4 STAR CAPITAL GROUP, LLC A FLORIDA LIMITED LIABILITY COMPANY**

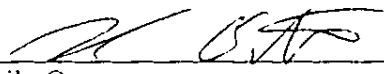
Articles of Interest Exchange between Nettuo Holdings, LLC, a Florida limited liability company ("Nettuo") and 4 Star Capital Group, LLC, a Florida limited liability company ("4 Star").

Under Florida Statute 605.1035 of the Florida Revised Limited Liability Company Act (the "Act") Florida Statute Chapter 605, Nettuo and 4 Star adopt the following Articles of Interest Exchange.

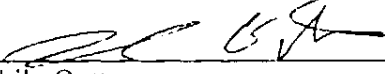
1. The Agreement and Plan of Interest Exchange, dated October 28, 2020 ("Plan of Interest Exchange"), between Nettuo and 4 Star was approved and adopted by the members of Nettuo by unanimous written consent on October 28, 2020, and was approved and adopted by unanimous written consent of the members of 4 Star on October 28, 2020.
2. Under the Plan of Interest Exchange, all outstanding membership interests of 4 Star will be exchanged for membership interest in Nettuo and 4 Star will become a wholly owned subsidiary of Nettuo.
3. The Plan of Interest Exchange is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Under Florida Statute 605.1035(g) of the Act, the date and time of the effectiveness of the Interest Exchange shall be on the filing of these Articles of Interest Exchange.

IN WITNESS WHEREOF, the parties have set their hands on October 28, 2020.

Nettuo Holdings, LLC a Florida limited liability company

By: 
Philo Outten
Member

4 Star Capital Group, LLC a Florida limited liability company

By: 
Philo Outten
Manager

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PLAN OF INTEREST EXCHANGE

This Plan of Interest Exchange ("Plan") is entered into between Nettuo Holdings, LLC ("Nettuo") and 4 Star Capital Group, L.L.C ("4 Star").

1. **Distribution to Interest Holders.** On the Effective Date, all of the interest holders of 4 Star not dissenting from the Plan shall exchange all of the outstanding membership interest of 4 Star for membership interest in Nettuo and 4 Star shall become a wholly owned subsidiary of Nettuo.
2. **Satisfaction of Rights of 4 Star's Interest Holders.** All membership interest of Nettuo into which membership interest of 4 Star have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted interest.
3. **Supplemental Action.** If at any time after the Effective Date, Nettuo shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Nettuo or 4 Star, as the case may be, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.
4. **Filing with the Florida Department of State and Effective Date.** On the Closing as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Nettuo and 4 Star shall cause their respective representatives to execute Articles of Interest Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Interest Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Interest Exchange. Thereafter, the Articles of Interest Exchange shall be delivered for filing to the Florida Department of State. In accordance with Florida Statute 605.1035(g), the Articles of Interest Exchange shall specify the "Effective Date." The Effective Date shall be the filing date of the Articles.
5. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by Nettuo or 4 Star by action taken by their respective management, or may be amended or modified in whole or in part, at any time in accordance with Florida Statute 605.1034.
6. **Termination.** At any time before the Effective Date, this Plan may be terminated, and the interest exchange abandoned by mutual consent of management of both companies.

IN WITNESS WHEREOF, the parties have set their hands on October 28, 2020.

Nettuo Holdings, LLC a Florida limited liability company

4 Star Capital Group, LLC a Florida limited liability company

By: _____

Philo Outten
Member

By: _____

Philo Outten
Manager