

L18000114471

(Requestor's Name)

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(Business Entity Name)

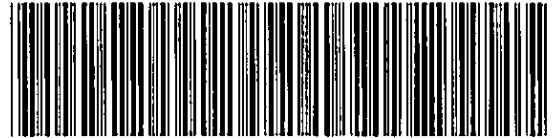
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2018 JUN 28 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

JUL -2 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MetOcean Telematics, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Abigail Watts-FitzGerald

Contact Person

Devine Goodman Rasco & Watts-FitzGerald, LLP

Firm/Company

2800 Ponce de Leon Boulevard, Suite 1400

Address

Coral Gables, Florida 33134

City, State and Zip Code

awf@devinegoodman.com

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

For further information concerning this matter, please call:

Abigail Watts-FitzGerald

at (305) 374-8200

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2018

ABIGAIL WATTS-FITZGERALD
2800 PONCE DE LEON BOULEVARD
SUITE 1400
CORAL GABLES, FL 33134

SUBJECT: METOCEAN DATA SYSTEMS, LLC
Ref. Number: L18000114471

We have received your document and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 718A00012454

RECEIVED
18 JUN 25 AM 10:02
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TALLAHASSEE, FLORIDA

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2018 JUN 28 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

METOCEAN DATA SYSTEMS, LLC
(a Florida limited liability company)

and

METOCEAN TELEMATICS, INC.
(a Virginia corporation)

The undersigned entities hereby submit these Articles of Merger pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Florida Act") and Section 13.1-720 of the Virginia Stock Corporation Act (the "Virginia Act") dated as of June 8, 2018, and certify that:

1. The Constituent Entities; Surviving Entity.

(a) The exact name of each merging party, type of entity and name of the state/jurisdiction under whose law each is incorporated, organized or formed are as follows:

- (i) MetOcean Telematics, Inc. is a corporation organized under the laws of the State of Virginia (hereinafter "MTI"); and
- (ii) MetOcean Data Systems, LLC is a limited liability company organized under the laws of the State of Florida as a limited liability company (hereinafter "MDS").

(b) The exact name, type of entity and name of the state/jurisdiction under whose law it is incorporated, organized or formed of the surviving party are as follows:

- (i) MetOcean Telematics, Inc. is a corporation organized under the laws of the State of Virginia and shall be the surviving entity (the "Surviving Entity").

2. The Plan of Merger. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

1. Plan of Merger.

(a) The name and state of organization of each of the Constituent Entities are as follows:

- (i) MetOcean Telematics, Inc., organized under the laws of the State of Virginia as a corporation (hereinafter, "MTI"); and

(ii) MetOcean Data Systems, LLC, organized under the laws of the State of Florida as a limited liability company (hereinafter, "MDS").

(b) MetOcean Telematics, Inc. shall be the Surviving Entity.

(c) Upon the terms and subject to the conditions herein set forth and in accordance with the Florida Revised Limited Liability Company Act (the "Florida Act") and the Virginia Stock Corporation Act (the "Virginia Act"), at the Effective Date (as defined below), MDS shall be merged with and into MTI and thereupon the separate existence of MDS shall cease, and MTI, as the Surviving Entity, shall continue to exist under and be governed by the Virginia Act.

(d) The manner and basis of converting the interests and rights to acquire interests is as follows: All of the membership interests in MDS issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, convert into one (1) share of the common stock of MTI, and all of the issued and outstanding shares of capital stock of MTI issued and outstanding immediately prior to the Effective Date shall, after the Merger, remain issued and outstanding in the Surviving Entity and be unaffected by the Merger.

(e) The manner and basis of converting any rights to acquire membership interests in MDS outstanding immediately prior to the Effective Date shall, after the Merger, be extinguished and automatically canceled and without further action, and the manner and basis of converting any rights to acquire the capital stock MTI outstanding immediately prior to the Effective Date shall, after the Merger, remain in full force and effect in accordance with their respective terms and conditions.

(f) The Articles of Incorporation of MTI existing immediately prior to the Effective Date shall remain the Articles of Incorporation of the Surviving Entity without amendment.

2. Effective Date of Merger. The Merger shall become effective immediately upon filing of the Articles of Merger with the Secretary of State of the State of Florida and with the Virginia State Corporation Commission (the "Effective Date").

3. Governing Documents. At the Effective Date, (i) the Articles of Organization of MDS shall cease to exist; and (ii) the Articles of Incorporation of MTI shall govern the Surviving Entity according to the applicable laws of the State of Virginia.

3. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity shall not be amended.

4. Approvals.

(a) The merger was approved by MDS in accordance with Sections 605.1021 through 605.1026 of the Florida Act and by the sole member of MDS. The merger was approved by MTI in accordance with the Virginia Act.

(b) The merger was approved by the unanimous consent of the sole shareholder of MTI on June 8, 2018.

5. Surviving Entity.

The Surviving Entity is a Virginia corporation that does not have a certificate of authority to transact business in the State of Florida. The mailing address to which the department may send any process served pursuant to Section 605.0117 of the Florida Act and Chapter 48, Florida Statutes is:

Abigail Watts-FitzGerald, Devine Goodman, Rasco & Watts-FitzGerald, LLC, 2800
Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134

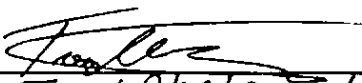
6. Appraisal Rights. The Surviving Entity has agreed to pay any members of MDS with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes.

7. Eligible Entity Due Authorization. MetOcean Data Systems, LLC, a Florida limited liability company, certifies that its participation in the merger was duly authorized as required by the law of the State of Florida.

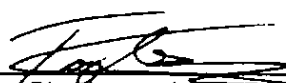
[SIGNATURES CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the parties have caused the execution of these Articles of Merger as of the date set forth above.

METOCEAN DATA SYSTEMS, LLC,
a Florida limited liability company

By: 
Name: Tony Chedrawy
President

METOCEAN TELEMATICS, INC.,
a Virginia corporation

By: 
Tony Chedrawy, its sole member