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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : CAPITOL SERVICES, INC.
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MERGER OR SHARE EXCHANGE REMOTIV LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Financial Soundings, LLC	New Jersey	limited liability company M19-952
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Remotiv LLC	Florida	limited liability company L21-430586
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
- _____
- _____
- _____

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2022

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

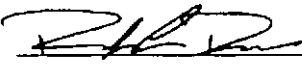
Typed or Printed
Name of Individual:

Remotiv LLC



Robert L. Dughi, CEO

Financial Soundings, LLC



Robert L. Dughi, CEO

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees: For each Limited Liability Company:

For each Limited Partnership:

For each Other Business Entity:

\$25.00

\$52.50

\$25.00

For each Corporation:

For each General Partnership:

Certified Copy (optional):

\$35.00

\$25.00

\$30.00

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**PLAN AND AGREEMENT OF MERGER
BETWEEN
FINANCIAL SOUNDINGS, LLC, a New Jersey limited liability company
AND
REMOTIV LLC, a Florida limited liability company**

December 22, 2021

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is entered into on December 22, 2021, by and between FINANCIAL SOUNDINGS, LLC, a New Jersey limited liability company ("Merging Company"), and REMOTIV LLC, a Florida limited liability company ("Surviving Company"), and has been approved by the requisite Members and, if applicable, Managers (the "Governing Body") of said companies:

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized and existing under the laws of the State of New Jersey, its Certificate of Formation having been filed in the Office of the New Jersey Secretary of State on August 29, 2003; and

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida, its Articles of Organization having been filed in the Office of the Florida Secretary of State on October 1, 2021; and

WHEREAS, the Governing Body for each of the Merging Company and the Surviving Company deems it advisable that the Merging Company be merged into the Surviving Company on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of New Jersey and of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the agreement, covenants and provisions hereinafter contained, the Merging Company and the Surviving Company, by their respective Governing Body, have agreed and do agree, each with the other as follows:

ARTICLE I

The Merging Company and the Surviving Company shall be merged into a single limited liability company, in accordance with the applicable provisions of the laws of the State of New Jersey and of the State of Florida, by the Merging Company merging into the Surviving Company, which shall be the surviving limited liability company.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of New Jersey and of the State of Florida, the two constituent limited liability companies shall be a single limited liability company, which shall be the Surviving Company, as the Surviving limited liability company, and the separate existence of the Merging Company shall cease to exist.

ARTICLE III

The Articles of Organization of the Surviving Company shall not be amended in any respect by reason of this Agreement. The Operating Agreement of the Surviving Entity shall be amended and restated in the manner agreed to by the members of the Surviving Entity.

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ARTICLE IV

The manner of converting the outstanding membership interests of each of the constitute limited liability companies shall be as follows:

The membership interests of the Merging Company shall, upon the effective date of the merger, be converted into the membership interests of the Surviving Company, with the Members of the Merging Company owning the same number and types of units of membership interests in the Surviving Company as each of them owned in the Merging Company prior to this merger.

ARTICLE V

The Surviving Company agrees that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of the Merging Company, as well as for enforcement of the obligation of the Merging Company arising from this merger, and irrevocably appoints the Secretary of the State of New Jersey as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Company at 3390 Mary Street, Suite 116, Miami, Florida 33133.

IN WITNESS WHEREOF, the Merging Company and the Surviving Company, pursuant to the approval and authority duly given by resolutions adopted by their respective governing body have caused this Plan and Agreement of Merger to be executed by an authorized person of each party thereto.

Merging Company:

FINANCIAL SOUNDINGS, LLC, a
New Jersey limited liability company

By: 

Name: Robert Louis Dughi

Title: Chief Executive Officer

Surviving Company:

REMOTIV LLC a
Florida limited liability company

By: 

Name: Robert Louis Dughi

Title: Chief Executive Officer