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(Requestor's Name)

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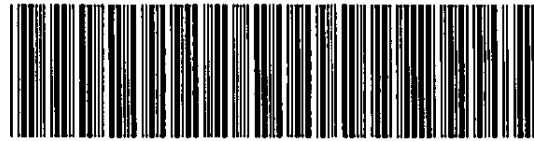
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
ALABAMA

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netinsight

21 December 2016

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

To Whom It May Concern:

Re: Net Insight, Inc. merging into VizuALL, Inc. (surviving corporation)

Enclosed are two documents:

Articles and Certificate of Merger of Net Insight, Inc., a Delaware Corporation into VizuALL, Inc., a Florida Corporation;

and

Plan and Agreement of Merger between Net Insight, Inc., a Delaware Corporation and VizuALL, Inc., a Florida Corporation (Merger of Subsidiary Corporations)

Also enclosed is our Check Number 35339 for \$70.00 for filing.

Please return all correspondence concerning this matter to:

Contact Person: Janet Miller  
Firm/Company: VizuAll, Inc., d/b/a Net Insight  
Address: 200 South Park Road, # 250, Hollywood FL 33021

e-mail address: [janet.miller@netinsight.net](mailto:janet.miller@netinsight.net)

For further information concerning this matter, please call

Name of contact person: Janet Miller at 954 334 5406 Ext 171 (Daytime telephone number)

Thank you.

Sincerely,

Janet L. Miller CAP  
Administrative Assistant

Net Insight  
200 South Park Road, Suite 250, Hollywood, FL 33021 United States  
Office: +1 954 334 5400 Fax: +1 954 334 5420  
Email: [info@netinsight.net](mailto:info@netinsight.net) [www.netinsight.net](http://www.netinsight.net)

**ARTICLES AND CERTIFICATE OF MERGER**  
**OF NET INSIGHT, INC., a Delaware Corporation**  
**INTO**  
**VIZUALL, INC., a Florida Corporation**

off  
12-31

The following Articles and Certificate of Merger are being submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Sections 607.1104 and 607.1105, Florida Statutes, and in accordance with the Delaware General Corporations Law ("DGCL"), pursuant to Title 8, Corporations, Section 252:

**FIRST:** The name and jurisdiction of the **Surviving** Corporation is:

<u>Name</u>	<u>Jurisdiction</u>
VizuALL, Inc.	Florida corporation

**SECOND:** The name and jurisdiction of the **Merging** Corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Net Insight, Inc.	Delaware corporation

**THIRD:** The Plan of Merger is set forth in the attached Agreement and Plan of Merger (the "Plan of Merger").

**FOURTH:** The merger shall become effective at 4:59 p.m., Eastern Time, on December 31, 2016 (the "Effective Time").

**FIFTH:** The Plan and Agreement of Merger was adopted by the Board of Directors of the Surviving Corporation by written consent in accordance with the FBCA Section 607.0821), effective on December 31, 2016, and shareholder approval was obtained pursuant to the FBCA.

**SIXTH:** The Plan and Agreement of Merger was adopted by the Board of Directors of the Merging Corporation by written consent in accordance with the DGCL, Title 8, Corporations, Section 252, effective on December 31, 2016, and shareholder approval was not required pursuant to the DGCL.

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2016 DEC 22 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Signatures Page Follows]*

Each of the Surviving Corporation and Merging Corporation has executed this Articles and Certificate of Merger by its duly authorized officer as of the 31<sup>st</sup> day of December, 2016.

**SURVIVING CORPORATION:**

VIZUALI, INC.,  
a Florida corporation

By: 

Print: RAFAEL QUINTANA

Its: PRESIDENT

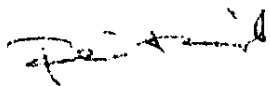
**MERGING CORPORATION**

NET INSIGHT, INC.,  
a Delaware corporation

By: 

Print: Thomas Thompson

Its: Vice President



Frederick Thompson  
President

**PLAN AND AGREEMENT OF MERGER**  
**BETWEEN**  
**NET INSIGHT, INC., a Delaware Corporation**  
**AND**  
**VIZUALL, INC., a Florida Corporation**  
**(Merger of Subsidiary Corporations)**

The following Plan and Agreement of Merger is being submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1104, Florida Statutes, and in accordance with the Delaware General Corporations Law ("DGCL"), pursuant to Title 8, Corporations, Section 252, effective on December 31, 2016 (the "Effective Time"):

Section 1. The name and jurisdiction of the parent corporation owning at least 80% of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Net Insight, AB	Sweden

Section 2. The name and jurisdiction of each subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
VizuALL, Inc.	Florida
Net Insight, Inc.	Delaware

Section 3. At the Effective Time of the merger, upon the terms herein and set forth in the FBCA and the DGCL, Net Insight, Inc. (the "Merging Corporation") shall be merged with and into VizuALL, Inc. (the "Surviving Corporation"), and the separate existence the Merging Corporation shall cease. The Surviving Corporation shall continue as the surviving entity and shall succeed to and assume all the rights and obligations of the Merging Corporation, in accordance with the FBCA and the DGCL.

Section 4. The manner and basis of converting the outstanding shares and obligations are as follows: Each share of common stock of the Merging Corporation outstanding immediately prior to the Effective Time of the Merger shall be converted into one share of common stock of the Surviving Corporation, and the holder thereof shall have the right to receive an equal number of shares of the Surviving Corporation.

Section 5. The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger and shall remain as its Articles of Incorporation.

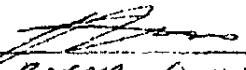
Section 6. Solely if applicable, shareholders of the corporation, who, except for the applicability of Section 607.1104, Florida Statutes, may be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Section 7. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware 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 corporation at: VizuALL, Inc., 200 So. Park Rd., Suite 250, Hollywood, Florida 33021; Attn: President.

IN WITNESS WHEREOF, the Surviving Corporation (a Florida corporation) and the Merging Corporation (a Delaware corporation), pursuant to the approval and authority duly given by resolutions duly adopted have caused this Plan and Agreement of Merger to be executed by each party hereto.

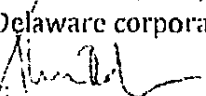
**SURVIVING CORPORATION:**

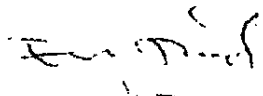
VIZUALL, INC.,  
a Florida corporation

By:   
Print: RAFAEL QUINTANA  
Its: PRESIDENT

**MERGING CORPORATION**

NET INSIGHT, INC.,  
a Delaware corporation

By:   
Print: Thomas Bergstrom  
Its: Vice President

  
Frederick Timmerpool  
President