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(Requestor's Name)

(Address)

(Address)

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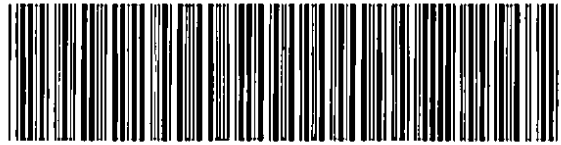
(Business Entity Name)

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TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 12/23/2020

Name: Merritt Walker

Reference #: 1306722

Entity Name: AKAM SALES AND BROKERAGE - FLORIDA, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70

Signature: 

ARTICLES OF MERGER
OF
AKAM SALES AND BROKERAGE - FLORIDA, INC.
(a Florida corporation)
WITH AND INTO
AKAM ON-SITE, INC.
(a Florida corporation)


The following articles of merger are submitted by the undersigned, on behalf of the corporations set forth below, in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes:

1. The name of the surviving corporation is AKAM On-Site, Inc., a Florida corporation (the “**Surviving Corporation**”).
2. The name of the corporation being merged with and into the Surviving Corporation is AKAM Sales and Brokerage - Florida, Inc., a Florida corporation (“**Merging Corporation**”).
3. The agreement and plan of merger (the “**Agreement and Plan of Merger**”) pursuant to which Merging Corporation is merging with and into Surviving Corporation is attached hereto as Exhibit A.
4. The merger (the “**Merger**”) will be effective upon the filing of these articles of merger.
5. The Agreement and Plan of Merger was adopted by the board of directors of each of the Surviving Corporation and the Merging Corporation on the date hereof, and the Merger was approved by the sole shareholder of each of the Surviving Corporation and the Merging Corporation on the date hereof as required by Section 607.1103 of the Florida Business Corporation Act.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have each caused these articles of merger to be signed on their behalf by its duly authorized officer as of the 22nd day of December, 2020.

AKAM ON-SITE, INC.

By: 
Sandeep Kulkarni, Chief Financial Officer

AKAM SALES AND BROKERAGE - FLORIDA,
INC.

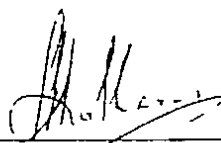
By: 
Sandeep Kulkarni, Chief Financial Officer

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is dated as of December 22, 2020, by and between AKAM Sales and Brokerage - Florida, Inc. a Florida corporation (the "Merging Corporation"), and AKAM On-Site, Inc., a Florida corporation (the "Surviving Corporation"), pursuant to and in accordance with the Florida Business Corporation Act, Section 607.1101, Florida Statutes.

RECITAL

WHEREAS, the board of directors and the sole shareholder of the Merging Corporation and the board of directors and the sole shareholder of the Surviving Corporation have each deemed it advisable and in the best interests of the Merging Corporation and Surviving Corporation, respectively, for the Merging Corporation to merge with and into the Surviving Corporation, with the Surviving Corporation to continue to exist as the Surviving Corporation of such transaction (such transaction hereinafter referred to as the "Merger").

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants contained herein, the receipt and sufficiency of which the parties hereby acknowledge, the parties hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the following terms and conditions:

I.

NAME, TYPE OF ENTITY, AND JURISDICTION OF THE MERGER ENTITIES

<u>Designation</u>	<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Merging Corporation	AKAM Sales and Brokerage - Florida, Inc.	Corporation	Florida
Surviving Corporation	AKAM On-Site, Inc.	Corporation	Florida

II.

SURVIVING CORPORATION; REGISTERED OFFICE

2.1 Surviving Corporation. The Merging Corporation shall merge with and into the Surviving Corporation, which shall be the sole Surviving Corporation and exist by virtue of and be governed by the laws of the State of Florida.

2.2 Name; Principal Office. The name of the Surviving Corporation shall be "AKAM On-Site, Inc." immediately following the Merger. The principal office address of the Surviving Corporation shall be unchanged from its address prior to the Merger.

III. TERMS AND CONDITIONS OF THE MERGER

3.1 Effective Time. The Merger shall be effective at the effective time set forth in the Articles of Merger filed with the Secretary of State of the State of Florida (the "Effective Time").

3.2 Effect of Merger.

(a) At the Effective Time, the separate existence of each of the Merging Corporation and the Surviving Corporation shall be merged into and continued in the Surviving Corporation, and the Surviving Corporation shall be deemed to be the same entity as the Merging Corporation and the Surviving Corporation. All rights, franchises, and interests of the Surviving Corporation and the Merging Corporation, respectively, in and to any type of property, contract, and chose in action shall be transferred to and vested in the Surviving Corporation by virtue of the Merger without any deed or other transfer. The Surviving Corporation, without the intervention of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by the Surviving Corporation and the Merging Corporation immediately prior to the Effective Time.

(b) At the Effective Time, the Surviving Corporation shall be liable for all debts, liabilities, and obligations of the Surviving Corporation and the Merging Corporation. All debts, liabilities, and obligations of the Surviving Corporation and the Merging Corporation shall be those of the Surviving Corporation as if the Surviving Corporation had itself incurred such debts, liabilities, and obligations, and shall not be released or impaired by the Merger. All rights of creditors and other obligees and all liens on the property of either the Surviving Corporation or the Merging Corporation shall be preserved unimpaired by the Merger.

3.3 Cancellation of Shares of Capital Stock of Merging Corporation. At the Effective Time, the shares of capital stock of the Merging Corporation outstanding immediately prior thereto shall cease to be outstanding, shall automatically be cancelled, extinguished and retired and shall cease to exist. No amounts will be payable and no consideration will be given in exchange for the cancellation of such shares of capital stock.

3.4 Organizational Documents of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation, as in effect as of the Effective Time, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation. No changes or amendments to the Articles of Incorporation or the bylaws of the Surviving Corporation shall be deemed to occur as a result of the Merger.

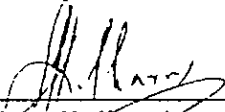
3.5 Miscellaneous. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be executed as of the day and year first written above.

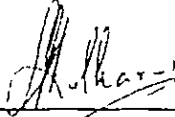
MERGING CORPORATION:

**AKAM SALES AND BROKERAGE - FLORIDA,
INC.**

By: 
Name: Sandeep Kulkarni
Title: Chief Financial Officer

SURVIVING CORPORATION:

AKAM ON-SITE, INC.

By: 
Name: Sandeep Kulkarni
Title: Chief Financial Officer