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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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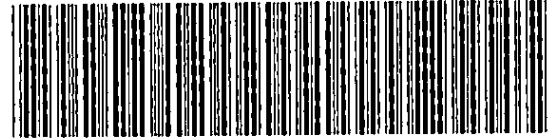
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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**CAPITOL
SERVICES**

Filing Cover Sheet

To: Florida Division of Corporations

From: Kim Tadlock c/o Capitol Services, Inc.

Date: 3/31/2021

Trans#: 1192967

Entity Name: **LVMP MERGER SUB, INC. (FL) MERGING INTO MOTIONPOINT
CORPORATION (FL)**

Articles Incorporation ()

Articles of Dissolution ()

Conversion ()

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger (XX)

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK # 2158 FOR \$78.75

PLEASE RETURN:

Certified Copy (XX)

Plain Photocopy ()

Good Standing ()

Certificate of Fact ()

ARTICLES OF MERGER

OF

LVMP MERGER SUB, INC.
a Florida corporation

WITH AND INTO

MOTIONPOINT CORPORATION
a Florida corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "*Act*"), pursuant to section 607.1105, Florida Statutes.

FIRST: The exact name, jurisdiction, and form/entity type of the surviving corporation (the "*Surviving Entity*") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MotionPoint Corporation	Florida	Corporation

SECOND: The exact name, jurisdiction, and form/entity type of the merging corporation (the "*Merging Entity*") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LVMP Merger Sub, Inc.	Florida	Corporation

THIRD: The Agreement and Plan of Merger was approved and adopted by both the board of directors and sole shareholder of the Merging Entity in accordance with the applicable provisions of the Act and the articles of incorporation of the Merging Entity. No voting by any separate voting group was required.

FOURTH: The Agreement and Plan of Merger was approved and adopted by both the board of directors and required threshold of shareholders of the Surviving Entity in accordance with the applicable provisions of the Act and the articles of incorporation of the Surviving Entity. No voting by any separate voting group was required.

FIFTH: The merger shall become effective on Wednesday, March 31, 2021 at 12:01 am.

SIXTH: The Articles of Incorporation of the surviving corporation are amended and restated by the merger and, as of the effective date of the merger, such amended and restated Articles of Incorporation shall be and may be separately certified as the Articles of Incorporation of the surviving corporation. The Fifth Amended and Restated Articles of Incorporation are attached hereto as Exhibit A.

[Signatures follow.]

IN WITNESS WHEREOF, each of the Merging Entity and the Surviving Entity, pursuant to authority duly granted by their respective board of directors and shareholder(s), has caused these Articles of Merger to be executed as of the 31st day of March, 2021.

MERGING ENTITY:

LVMP Merger Sub, Inc.,
a Florida corporation

By: _____
Name: Conor Mullett
Title: President

DocuSigned by:

Conor Mullett

84F380C13D32463

Address: 35 Beechwood Road, Suite 2B
Summit, New Jersey 07901

SURVIVING ENTITY:

MotionPoint Corporation,
a Florida corporation

By: _____
Name: William S. Fleming
Title: Chief Executive Officer

Address: 4661 Johnson Road, Suite 14
Coconut Creek, FL 33073

IN WITNESS WHEREOF, each of the Merging Entity and the Surviving Entity, pursuant to authority duly granted by their respective board of directors and shareholder(s), has caused these Articles of Merger to be executed as of the 31st day of March, 2021.

MERGING ENTITY:

LVMP Merger Sub, Inc.,
a Florida corporation

By: _____
Name: Conor Mullett
Title: President

Address: 35 Beechwood Road, Suite 2B
Summit, New Jersey 07901

SURVIVING ENTITY:

MotionPoint Corporation,
a Florida corporation

By: William S. Fleming
Name: William S. Fleming
Title: Chief Executive Officer

Address: 4661 Johnson Road, Suite 14
Coconut Creek, FL 33073

EXHIBIT A

**Fifth Amended and Restated
Articles of Incorporation**

See attached.

**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOTIONPOINT CORPORATION**

The undersigned, acting in his capacity as President of MotionPoint Corporation, a corporation organized and existing under the laws of the State of Florida (the "*Corporation*"), hereby certifies as follows:

1. Pursuant to the provisions of the Florida Business Corporation Act, this Corporation hereby submits the following Fifth Amended and Restated Articles of Incorporation, which amend, restate, and supersede in their entirety the Corporation's Fourth Amended and Restated Articles of Incorporation, dated April 22, 2020.

2. The undersigned hereby certifies, attests and serves notice that the text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I.
NAME**

The name of this corporation is MotionPoint Corporation.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 35 Beechwood Road, Ste. 2B, Summit, New Jersey 07901.

**ARTICLE III.
EFFECTIVE DATE**

The effective date is the date of filing of these Fifth Amended and Restated Articles of Incorporation with the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock, \$0.001 par value per share, which shares shall be and hereby are designated as "Common Stock." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

**ARTICLE V.
REGISTERED OFFICE AND AGENT**

The registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the registered agent of this corporation at that address is Corporation Service Company.

**ARTICLE VI.
APPROVAL**

The Fifth Amended and Restated Articles of Incorporation were duly adopted by the board of directors of the corporation on March 31, 2021, and shareholder approval was not required.

ARTICLE VII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall indemnify its directors and officers to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to said corporation or its shareholders for monetary damages for breach of fiduciary duty, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act, as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any right of protection of an officer or director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

[Signature follows.]

IN WITNESS WHEREOF, the undersigned has duly executed these Fifth Amended and Restated Articles of Incorporation on this 31st day of March, 2021.

DocuSigned by:

Richard Erickson

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Name: Richard Erickson

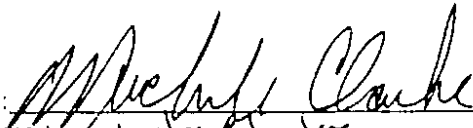
Title: President

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MOTIONPOINT CORPORATION**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the Registered Agent for the service of process within the State of Florida upon MotionPoint Corporation, a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1201 Hays Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in Tallahassee, Leon County, Florida, on this 31 day of March, 2021.

CORPORATION SERVICE COMPANY

By: 
Name: Michael Clarke
Title: Assistant V.P.