P01 000001 4634

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

300067085463

P01-14634

3-10-06

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2006

DOUGLAS CALAWAY
7658 MUNICIPAL DRIVE
ORLANDO, FL 32819

SUBJECT: KMA CAPITAL PARTNERS LTD
Ref. Number: A03000001592

We have received your document for KMA CAPITAL PARTNERS LTD and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 206A00017804

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KMA Capital Partners, Ltd.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Douglas Calaway
(Contact Person)

KMA Capital Partners, Ltd.
(Firm/Company)

7658 Municipal Drive
(Address)

Orlando, FL 32819
(City/State and Zip Code)

For further information concerning this matter, please call:

Douglas Calaway At (407) 370-4300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☑ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
nex2u, Inc 2 now name Inc. KMA Capital Partners, ~~Ltd.~~	Florida	~~P01000014634~~

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
NEX2U, Inc.	Florida	P01000014634
KMA Capital Partners, Ltd.	Florida	A03000001592

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on March 10, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 10, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

3-10-06

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
KMA Capital Partners, Ltd		Ellen Salisbury, General Partner
NEX2U, Inc.		Douglas Calaway, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
KMA Capital Partners, ~~Ltd.~~ Inc.	Florida

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction
KMA Capital Partners, Ltd.	Florida
NEX2U, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

NEX2U shall be the surviving entity and shall be renamed KMA Capital Partners, ~~Ltd.~~ Inc. ("KMA Ltd."). Subsequent to the filing of the Articles of Merger & Exchange, KMA Ltd. shall file Articles of Dissolution. The general partner and limited partner units of KMA Capital Partners, Ltd. shall be exchanged for shares of common stock of NEX2U the surviving company.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name	Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would 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.

Other provisions relating to the merger are as follows:

The manner and basis of converting the shares of each corporation

NXTU shares (100 Mill AS)	KMA CAPITAL units OS	Post Merger – KMA Ltd.
67, 588, 507 current OS	GP – 60%	Total NXTU shares owned by former KMA CAPITAL Limited Partners and General Partner – 74,169,393*
33,411,493 to be issued to KMA CAPITAL in merger	All other holders – 40%	
100,000,000 total OS-post merger		