

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : CAPITOL SERVICES, INC.  
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**MERGER OR SHARE EXCHANGE  
HIVELOCITY, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

JUN 08 2021

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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with section 607.1105, Florida Statutes.

1. The exact name, street address of its principal office, jurisdiction, and entity type for the **merging** entity are as follows:

NOC4HOSTS INC.  
8010 Woodlands Center Blvd., Suite 700  
Tampa, Florida, 33625  
Corporation formed in Florida  
Florida Document Number: P04000058146

2. The exact name, street address of its principal office, jurisdiction and entity type of the **surviving** entity are as follows:

Hivelocity, Inc.  
8010 Woodlands Center Blvd., Suite 700  
Tampa, Florida, 33625  
Corporation formed in Florida  
Florida Document Number: P01000116811  
FEI Number: 36-4484945

3. The attached Plan of Merger meets the requirements of section 607.1105 Florida Statutes, and was approved by the shareholders of each corporation which is a party to the merger in accordance with Chapter(s) 607, Florida Statutes.

4. The surviving entity exists before the filing and is a domestic filing entity.

5. The merger is permitted under the respective laws of Florida and is not prohibited by the regulations or articles of incorporation of any corporation that is a party to the merger.

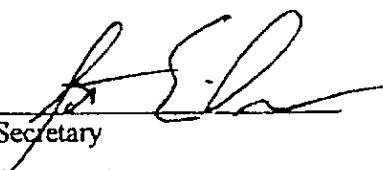
6. The merger shall become effective upon filing.

7. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

FILED  
2021 JUN -7 AM 8:04  
TAMPA, FLORIDA  
HIVELLOCITY, INC.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Hivelocity, Inc. and NOC4HOSTS INC., by their respective authorized parties, on the date or dates set forth below.


Hivelocity, Inc.

Attest:   
Title: Secretary

Date: 5/17/2021

By:   
Michael Archibetto, Stockholder


Date: 5/17/2021

By:   
William Linton, Stockholder

Date: 5-17-2021

NOC4HOSTS INC.

By: Hivelocity, Inc., Sole Stockholder

Attest:   
Title: Secretary

Date: 5/17/2021

By:   
Michael Archibetto, President

Date: 5/17/2021

## **PLAN OF MERGER**

**THIS PLAN OF MERGER** ("the Plan") is made and entered into as of May \_\_\_\_, 2021, by and among Hivelocity, Inc. ("Surviving Company") and NOC4HOSTS INC. ("Merging Company").

## **STIPULATIONS**

A. Surviving Company is a Florida Merging Company organized and existing under the laws of State of Florida with its principal office at 8010 Woodland Center Blvd., Suite 700, Tampa, FL 33614.

B. The Stockholders of the Surviving Company are Michael Architetto, who holds 9642.5 shares of the issued and outstanding common voting stock, William Linton, who holds 9642.5 shares of the issued and outstanding common voting stock, Steven Eschweiler, who holds 2192 shares of the issued and outstanding common non-voting stock and Lionel Martinez, who holds 438 shares of the issued and outstanding common non-voting stock.

C. Merging Company is organized and existing under the laws of State of Florida with its principal office at 8010 Woodlands Center Blvd., Suite 700, Tampa, FL 33614.

E. The sole Stockholder of the Merging Company is the Surviving Company.

## **BACKGROUND INFORMATION**

The Stockholders of the Surviving Company and the Stockholder of the Merging Company, by unanimous consent, have determined that it is advisable and to the advantage of each such business entity and its respective Stockholders that the Merging Company be merged into the Surviving Company, at the conclusion of which Surviving Company shall remain as the surviving entity and the existence of Merging Company shall terminate. In furtherance thereof, the Stockholders of Surviving Company and the Stockholders of Merging Company have approved and adopted the terms of the Plan. The Stockholders of the Surviving Company have recommended the adoption of the Plan and its underlying transactions to the Stockholders of the Merging Company. The Stockholders of the Surviving Company and the Stockholders of the Merging Company have approved the Plan, subject to the fulfillment of the conditions set forth herein. Accordingly, the merger shall be affected as follows:

## **OPERATIVE PROVISIONS**

1. **Merger.** In accordance with applicable provisions of the Florida Merging Company Act, at the Effective Date (as defined under Paragraph 8), Merging Company shall be merged with and into the Surviving Company (the "Merger"), Surviving Company shall constitute the surviving entity of such Merger. The separate existence of the Merging Company shall cease and the Surviving Company shall continue its existence pursuant to the laws of Florida.

2. **Closing Date.** Assuming all of the conditions stated in the Plan are satisfied, a closing (the "Closing") shall take place on May 17, 2021 (the "Closing Date").

3. **Terms and Conditions.** On the effective date of the Merger, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, powers, franchises, real property, personal property, and mixed property of Merging Company without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of Merging Company and neither the rights of any creditors nor any liens on the property of Merging Company shall be impaired by the Merger.

4. **Conversion of Stock.** Since the Stockholder of the Merging Company is the Surviving Company, the Surviving Company shall not issue any shares when the Certificate of the Surviving Company in the Merging Company is cancelled.

5. **Articles of Incorporation.** The Articles of Incorporation of the surviving entity, shall continue to be the Articles of Incorporation following the effective date of the Merger.

6. **Directors and Officers.** The directors and officers of the Surviving Company shall continue to be the Directors and Officers for the full, unexpired term of their respective offices and until their successors have been duly elected and qualified. The Officers and Directors and their respective addresses are:

Michael Architetto      President/Director

Steven Eschweiler      Secretary & Vice President/Director

William Linton      Vice President/Director

7. **Approval by the Stockholders.** The Plan shall reflect the approval of the holders of voting shares of the Surviving Company, and the Stockholder of Merging Company, upon the execution of the Plan by such parties.

8. **Effective Date.** The Effective Date of this Merger shall be upon filing.

9. **Miscellaneous Provisions**

(a). **Severability.** Every provision of the Plan is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatever, such illegality or invalidity shall not affect the validity of the remainder of the Plan.

(b). **Headings.** The headings of the Plan are inserted for convenience and identification only, and are in no way intended to describe, interpret, define or limit the scope, extent or intent hereof.

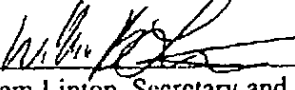
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(c). Application of Florida Law. The Plan, and the application or interpretation thereof, shall be governed exclusively by its terms and by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties hereto have executed the Plan to be effective for all purposes as of the Effective Date.

Hivelocity, Inc., a Florida corporation

By:   
Michael Architetto, President and Stockholder

By:   
William Linton, Secretary and Stockholder

NOC4HOSTS INC.

By: Hivelocity, Inc., Sole Stockholder

By:   
Michael Architetto, President