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**MERGER OR SHARE EXCHANGE
APTEAN, INC.**

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merger

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ARTICLES OF MERGER

OF

MVI TECHNOLOGY, INC.
a Florida corporation

AND

APTEAN, INC.
a Delaware corporation

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

FIRST: The name and jurisdiction of the surviving corporation is Aptean, Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is MVI Technology, Inc., a Florida corporation (the "Merging Corporation").

THIRD: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

FORTH: The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State and the filing of the *Certificate of Merger* with the Delaware Secretary of State.

FIFTH: The Plan of Merger was adopted by the written consent of the sole stockholder of the Surviving Corporation on February 26, 2013.


SIXTH: The Plan of Merger was adopted by the requisite written consent of the sole shareholder of the Merging Corporation on February 26, 2013, in accordance with the FBCA section 607.0704.

[Signatures Appear on the Following Page.]

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IN WITNESS WHEREOF, each of the parties to the merger, pursuant to authority duly granted by their respective Board of Directors, has caused this Articles of Merger to be executed as of this 26th day of February, 2013.

APTEAN, INC.,
a Delaware corporation



Name: Vincent L. Burkett
Title: President

MVI TECHNOLOGY, INC.,
a Florida corporation



Name: Vincent L. Burkett
Title: President

[Signature Page to Articles of Merger (FL) (Step 7)]

EXHIBIT A

Plan of Merger

[See attached]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of February 26, 2013 (the "Agreement"), is entered into by and between Aptean, Inc., a Delaware corporation (the "Corporation"), and MVI Technology, Inc., a Florida corporation ("Subsidiary"). The corporation and Subsidiary are sometimes referred to herein as the "Constituent Entities."

RECITALS

WHEREAS, Subsidiary is a corporation duly organized and existing under the laws of the State of Florida and as of the date hereof, all issued and outstanding shares of Subsidiary are owned by the Corporation;

WHEREAS, the Corporation, as the sole stockholder of Subsidiary, and the respective Boards of Directors of the Corporation and Subsidiary have each determined that it is advisable and in the best interests of the Corporation that Subsidiary merge with and into the Corporation upon the terms and conditions herein provided and upon consummation of the Merger (as defined below), Subsidiary will cease to exist and all issued and outstanding shares of Subsidiary prior to the Effective Date of the Merger (as defined below) will be cancelled; and

WHEREAS, this Plan of Merger shall be filed with a Certificate of Ownership and Merger with the Secretary of State of Delaware in order to consummate the Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Corporation and Subsidiary hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1.

Merger.

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, Subsidiary shall be merged with and into the Corporation (the "Merger"), the separate existence of Subsidiary shall cease and the Corporation shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Aptean, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the filing of the Certificate of Merger with the State of Florida (collectively, the "Certificates of Merger" and the date of such filing, the "Effective Date of the Merger").

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Subsidiary shall cease and the Corporation, as the Surviving Corporation: (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger; (b) shall succeed, without other transfer, to all of the assets, rights, powers and property of Subsidiary; (c) shall continue to be subject to all of the debts, liabilities and obligations of Subsidiary as constituted immediately prior to the Effective Date of the Merger; and (d) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Subsidiary in the same manner as if the Corporation had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and Florida Business Corporation Act.

2.

Charter Documents, Directors and Officers.

2.1 **Certificate of Incorporation.** The Certificate of Incorporation of the Corporation in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 **Bylaws.** The Bylaws of the Corporation as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 **Directors and Officers.** The directors and officers of the Corporation immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

3.

Manner of Conversion of Stock.

3.1 **Subsidiary Interests.** Upon the Effective Date of the Merger, the shares of Subsidiary issued to the Corporation and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the Constituent Entities, be cancelled.

4.

General.

4.1 **Further Assurances.** From time to time, as and when required by the Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Corporation are fully authorized in the name and on behalf of Subsidiary or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 **Abandonment.** At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Corporation.

4.3 **Registered Office.** The registered office of the Surviving Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

4.4 **Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 1155 Perimeter Center West, Suite 700, Atlanta, Georgia 30338, and copies thereof will be furnished to any stockholder or member of either Constituent Entity, upon request and without cost.

4.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

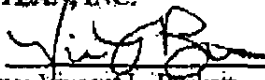
4.6 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Remainder of page left intentionally blank.]

IN WITNESS WHEREOF, this Agreement, having first been approved by the resolutions of the Board of Directors of the Corporation and Subsidiary and the sole stockholder of Subsidiary, is hereby executed on the behalf of each of such two corporate entities and attested by their respective officers thereunto duly authorized.

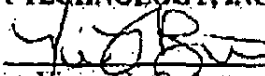
CORPORATION:

APTEAN, INC.

By: 
Name: Vincent L. Burkett
Title: President

SUBSIDIARY:

MVI TECHNOLOGY, INC.

By: 
Name: Vincent L. Burkett
Title: President

[Signature Page to Plan of Merger (MVI into Aptean, Inc.)]