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DIVISION OF CORPORATIONS

JUN 25 2015
C LEWIS

HAMIL/MARTIN LLC
Attorneys and Counselors at Law

140 East 19th Avenue, Suite 600 Denver, CO 80203-1035
(303) 830-1383 Fax: (303) 830-1057
www.hamilmartin.com

June 11, 2015

Amendment Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of Merger – GetUPS.com, Inc.**
H/M File: 1146001

To Whom It May Concern:

Enclosed please find one original and one copy of the following documents to merge GetUPS.com, Inc. into XPC Corporation, a Colorado business corporation:

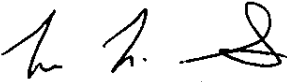
- (1) Articles of Merger; and
- (2) Agreement and Plan of Merger.

Also enclosed is a \$218.75 (6 total entities at \$35.00 each, plus \$8.75 for certified copies) check to the Florida Department of State for the filing fee. Please file the originals of the above, and return the copies in certified form to my office in the enclosed, self-addressed stamped envelope.

If you have any questions, please let me know, and thank you in advance.

Regards,

HAMIL/MARTIN LLC



Lucas L. Schneider

LLS/jude
Enclosures as indicated

cc: Jack Brodsky (*Via First Class Mail w/out enclosures*)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: XPC Corporation, a Colorado corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

J. Lawrence Hamil
Contact Person

Hamil/Martin LLC
Firm/Company

140 East 19th Avenue, Suite 600
Address

Denver, CO 80203
City/State and Zip Code

jude@hamilmartin.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Lawrence Hamil
Name of Contact Person

At (303) 830-1383
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)

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>XPC Corporation</u>	<u>Colorado</u>	<u>20071013356</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>GetUPS.com, Inc.</u>	<u>Florida</u>	<u>P07000122548</u>
<u>Maxpower Corporation</u>	<u>Colorado</u>	<u>20021084863</u>
<u>Maxpower Wisconsin Corporation</u>	<u>Wisconsin</u>	<u>20081134834; M063046 (WI)</u>
<u>Maxcool Corporation</u>	<u>Colorado</u>	<u>20041192100</u>
<u>XPC Tiger, LLC</u>	<u>Colorado</u>	<u>20101437496</u>

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 January , 2015.

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 January , 2015.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

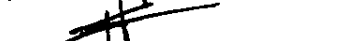
Typed or Printed Name of Individual & Title

Maxpower Corporation



Thomas Ebner, Pres., Sec., Dir., SH

Maxpower Wisconsin Corp.



Thomas Ebner, Pres., Sec., Dir., SH

Maxcool Corporation



Thomas Ebner, Pres., Sec., Dir., SH

GetUPS.com



Thomas Ebner, Pres., Sec., Dir., SH

XPC Tiger, LLC



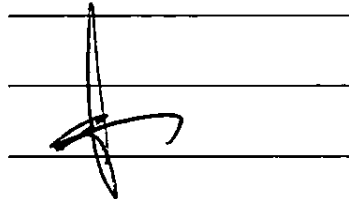
Thomas Ebner, Pres., Sec., Dir., SH

of XPC Corporation, the Sole Member,

Manager, and Membership Interest

Owner of XPC Tiger, LLC

XPC Corporation



Thomas Ebner, Pres., Sec., Dir., SH

PLAN OF MERGER

(Non Subsidiaries)

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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:

<u>Name</u>	<u>Jurisdiction</u>
<u>XPC Corporation</u>	<u>Colorado</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GetUPS.com, Inc.</u>	<u>Florida</u>
<u>Maxpower Corporation</u>	<u>Colorado</u>
<u>Maxpower Wisconsin Corporation</u>	<u>Wisconsin</u>
<u>Maxcool Corporation</u>	<u>Colorado</u>
<u>XPC Tiger, LLC</u>	<u>Colorado</u>

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

See attached Agreement and Plan of Merger of XPC Corporation, Maxpower Corporation, Maxpower Wisconsin, Maxcool Corporation, GetUPS.com, and XPC Tiger, LLC

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:

See attached Agreement and Plan of Merger of XPC Corporation, Maxpower Corporation, Maxpower Wisconsin, Maxcool Corporation, GetUPS.com, and XPC Tiger, LLC

(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:
See attached Agreement and Plan of Merger of XPC Corporation, Maxpower Corporation, Maxpower Wisconsin, Maxcool Corporation, GetUPS.com, and XPC Tiger, LLC

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
See attached Agreement and Plan of Merger of XPC Corporation, Maxpower Corporation, Maxpower Wisconsin, Maxcool Corporation, GetUPS.com, and XPC Tiger, LLC

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**AGREEMENT AND PLAN OF MERGER OF
XPC CORPORATION, MAXPOWER CORPORATION, MAXPOWER WISCONSIN,
MAXCOOL CORPORATION, GETUPS.COM, AND XPC TIGER, LLC**

This Agreement and Plan of Merger is entered into on January 7, 2015 (the "Plan of Merger"), between and among XPC Corporation, a Colorado corporation ("XPC" or the "Surviving Corporation"), Maxpower Corporation, a Colorado corporation ("Maxpower"), Maxpower Wisconsin Corporation, a Wisconsin corporation ("Maxpower Wisconsin"), Maxcool Corporation ("Maxcool"), a Colorado S Corporation, GetUPS.com, a Florida corporation, and XPC Tiger, LLC, a Colorado limited liability company ("XPC Tiger") (collectively, the "Terminating Entities").

Recitals

A. XPC is a business corporation duly organized and validly existing under Colorado law. Its registered office is located at 230 Yuma Street, Denver, Colorado 80223.

B. XPC has 920 shares of common stock issued and outstanding. Thomas Ebner is the record and beneficial owner of 900 shares and the Estate of Gene Adams is the record owner of 20 shares.

C. Maxpower is a business corporation duly organized and validly existing under Colorado law. Its registered office is located at 230 Yuma Street, Denver, Colorado 80223.

D. Maxpower has 100 shares of common stock issued and outstanding, all owned of record and beneficially by Thomas Ebner.

E. Maxcool is a Colorado S corporation organized and validly existing under Colorado law. Its registered office is located at 230 Yuma Street, Denver, Colorado 80223.

F. Maxcool has 100 shares of common stock issued and outstanding, all owned of record and beneficially by Thomas Ebner.

G. Maxpower Wisconsin is a business corporation duly organized and validly existing under Wisconsin law. Its registered office is located at 230 Yuma Street, Denver, Colorado 80223.

H. Maxpower Wisconsin has 100 shares of common stock issued and outstanding, all owned of record and beneficially by Thomas Ebner.

I. GetUPS.com is a business corporation duly organized and validly existing under Florida law, with its principal address located at 6031 Bluebell Lane, Evergreen, Colorado 80439.

J. GetUPS.com has 100 shares of common stock issued and outstanding, all owned of record and beneficially by Thomas Ebner.

K. XPC Tiger is a limited liability company duly organized and validly existing under Colorado law. Its registered office is located at 230 Yuma Street, Denver, Colorado 80223.

L. XPC Corporation is the sole member of XPC Tiger.

M. The Colorado Business Corporation Law permits a merger between and among Colorado corporations and limited liability companies and between and among business corporations of another jurisdiction.

N. Wisconsin Business Corporation Law, Title 180.0101, *et seq.*, permits the merger of a Wisconsin corporation into a business corporation of another jurisdiction.

O. The Florida Business Corporation Act permits the merger of a Florida corporation into a business corporation of another jurisdiction.

P. Because of expected accounting, legal and operational cost savings, the Constituent Corporations and their respective Boards of Directors deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge the Terminating Entities with and into the Surviving Corporation pursuant to the provisions of the laws of Colorado, Wisconsin, and Florida upon the following terms and conditions:

Terms and Conditions

1. Merger. Upon the Effective Date (as defined in Section 8 below), the Terminating Entities shall be merged with and into XPC, the Surviving Corporation. XPC shall continue to be governed by the laws of the State of Colorado, and the separate corporate existence of the Terminating Entities shall cease forthwith upon the Effective Date.

2. Articles of Incorporation. The Articles of Incorporation of XPC on the Effective Date shall remain the Articles of Incorporation of the Surviving Corporation with the following exception(s):

The Articles of Incorporation will be amended to add the following provision: Action by Shareholder(s) Without a Meeting. Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if a consent to such action in writing is signed by the holders of outstanding stock holding not less than the number of votes that would be necessary to authorize or take such action at a meeting.

3. Shares. On the Effective Date, all issued and outstanding shares of common stock and/or membership interests of the Terminating Entities shall be cancelled. Any shareholder who holds at least 90% of the issued and outstanding shares of stock of XPC will retain those XPC shares. The stock of XPC Shareholders who hold less than 90% of the issued and outstanding shares of common stock shall be cancelled, and XPC shall pay the shareholder \$975.00 per share owned, in cash, within 7 business days of the Effective Date.

4. Directors. Thomas Ebner shall be the sole Director of the Surviving Corporation shall and shall hold office until his successor(s) shall have been elected and qualified in accordance with Colorado law.

5. Officers. Thomas Ebner shall be the President and Secretary of the Surviving Corporation and shall hold office until his successor(s) shall have been elected and qualified in accordance with Colorado law.

6. Effects of Merger. Upon and after the Effective Date, the separate existence of the Terminating Entities shall cease. XPC, as the Surviving Corporation, shall possess all property, rights, privileges and powers of, and shall be subject to all debts, liabilities, and duties of, the Terminating Entities.

7. Amendments. Notwithstanding approval of this Plan of Merger by the directors of XPC and the Terminating Entities, the directors may amend this Plan of Merger by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter the amount or kind of consideration to be received in exchange for shares of capital stock of the Terminating Entities, (b) alter any term of the Articles of Incorporation or Bylaws of the Terminating Entities or XPC, or (c) alter the terms and conditions of this Plan of Merger if such alteration would adversely affect the holder of capital stock of any of the Terminating Entities.

8. Effective Date of Merger. Subsequent to the approval and execution of this Plan of Merger, the Terminating Entities shall each submit this Plan of Merger to their respective shareholder(s) for approval pursuant to the applicable provisions of the Colorado Revised Corporation Act, Wisconsin Business Corporation Law, and the Florida Business Corporation Act. Following approval of the Merger, and provided that any conditions have been fulfilled or waived, and provided that this Plan of Merger has not been terminated and abandoned, Articles or Statements of Merger shall be filed with the Secretaries of State of Colorado, Wisconsin, and Florida in accordance with the laws of the those states. The Merger shall become effective upon the date the last Article or Statement of Merger has been filed or upon such later effective date as is specified in those documents (the "Effective Date").

9. Termination. Notwithstanding approval of this Plan of Merger by the directors and shareholders of the Terminating Entities, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Terminating Entities.

10. Integration. This Plan of Merger embodies the entire agreement and understanding of the parties hereto with respect to this Merger, and supersedes all prior and contemporaneous agreements and understandings, oral or written, relative to said subject matter.

11. Severability. In the event any one or more of the provisions contained in this Plan of Merger should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not in any way be affected or impaired thereby. The parties shall endeavor in good faith negotiations to replace the invalid,

illegal or unenforceable provisions with valid provisions, the effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

12. Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the state of Colorado, regardless of any applicable of conflicts law principles.

13. Miscellaneous. Whenever the context requires, words used in the singular shall be construed to include the plural and vice versa; and pronouns of any gender shall be deemed to include and designate the masculine, feminine and neuter gender.

IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly granted by its Board of Directors, has caused this Plan of Merger to be executed as of the day and year first above written.

XPC CORPORATION, a Colorado corporation

By 

Thomas Ebner, President, Secretary
and Sole Director

MAXPOWER CORPORATION,
a Colorado corporation

By 

Thomas Ebner, President, Secretary,
Sole Director and Sole Shareholder

MAXPOWER WISCONSIN,
a Wisconsin corporation

By 

Thomas Ebner, President, Secretary
Sole Director and Sole Shareholder

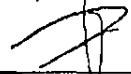
MAXCOOL CORPORATION,
a Colorado S corporation

By 

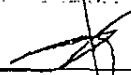
Thomas Ebner, President, Secretary
Sole Director and Sole Shareholder

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GetUPS.com, a Florida corporation

By 
Thomas Ebner, President, Secretary
Sole Director and Sole Shareholder

XPC TIGER, LLC,
a Colorado limited liability company

By 
Thomas Ebner, President, Secretary
Sole Director and Sole Shareholder