

P08000031743

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

FOXCODER LP, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
5/18/09
TL

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Foxcode LP, Inc.</u>	<u>Florida</u>	<u>P08000031743</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Foxcode LP, Inc.</u>	<u>Massachusetts</u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></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 April 9, 2009

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 April 9, 2009

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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TALLAHASSEE, FLORIDA

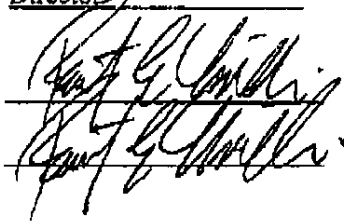
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

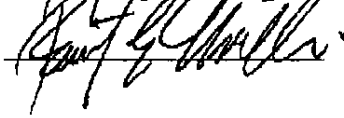
Typed or Printed Name of Individual & Title

Foxcode LP, Inc.



Robert E. Willis, President

Foxcode LP, Inc.



Robert E. Willis, President

PLAN OF MERGER

This Plan of Merger ("Agreement") is entered into as of the date set forth below pursuant to Section 607.1101 of the Florida Statutes and Section 11.04 of the Massachusetts Business Corporation Act, by and between Foxcode LP, Inc., a Florida corporation ("FloridaCorp"), and Foxcode LP, Inc., a Massachusetts corporation ("MassCorp"). MassCorp and FloridaCorp are sometimes herein referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Constituent Corporations desire to merge into a single corporation; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have, by resolutions duly adopted, approved this Agreement and the shareholders of the Constituent Corporations have, by unanimous written consent, approved this Agreement and the merger transaction contemplated hereby (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Corporation do hereby prescribe the terms and conditions of said Merger and mode of carrying the same into effect as follows:

SECTION 1. MERGER

On the Effective Date (as defined below), MassCorp shall be merged with and into FloridaCorp, with FloridaCorp as the surviving corporation (the "Surviving Corporation"). The separate existence of MassCorp shall cease, and both MassCorp and FloridaCorp shall be a single corporation that shall be the Surviving Corporation. All property, rights, privileges, franchises, patents, trademarks, licenses, registration, agreements and other assets of every kind and nature of MassCorp shall be transferred to and vested in FloridaCorp as the Surviving Corporation without reversion or impairment, and without further act or deed, and all property, rights, and every other interest of MassCorp and FloridaCorp shall be as effectively the property of the Surviving Corporation as they were of MassCorp and FloridaCorp, respectively. The Surviving Corporation shall assume all franchise taxes, liabilities and obligations of the Constituent Corporations as of the Effective Date. Any proceeding pending against a Constituent Corporation may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for MassCorp.

SECTION 2. SHAREHOLDER APPROVAL

Each of the Constituent Corporations has submitted this Plan of Merger to its shareholders and obtained the unanimous approval of such shareholders in accordance with the Florida Business Corporation Act pursuant to Section 607.1103 of the Florida Statutes and Massachusetts Business Corporation Act pursuant to Section 11.04 thereof, respectively.

SECTION 3. EFFECTIVE DATE

The merger of MassCorp with and into FloridaCorp shall be effective upon the filing of the appropriate executed forms of Articles of Merger in accordance with the Florida Business Corporation Act with the Secretary of State of Florida and in accordance with the Massachusetts Business Corporation Act with the Secretary of State of Massachusetts (such date of filing, the "Effective Date").

SECTION 4. SHARES OF STOCK; CONVERSION

(a) Conversion. On the Effective Date of the Merger, by virtue of the Merger and without any further action, each share of MassCorp's common stock, \$.01 par value ("MassCorp Common Stock"), that is issued and outstanding immediately prior to such Effective Date shall cease to exist and shall be converted into one (1) share of the Surviving Corporation's common stock, \$.01 par value ("Surviving Corporation Common Stock"). All outstanding shares of MassCorp Common Stock and all certificates representing such shares will be deemed cancelled, and there shall not be any issued and outstanding shares of MassCorp Common Stock that will not be so converted.

(b) Treasury Stock. Each share of the capital stock of MassCorp, if any, that shall then be held in the treasury of MassCorp on the Effective Date shall, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be cancelled.

(c) Exchange of Shares. After the Effective Date, each holder of a certificate representing shares of MassCorp Common Stock shall surrender the same to the Surviving Corporation and each holder shall be entitled upon such surrender to receive certificates for shares of Surviving Corporation Common Stock as provided in subsection (a) above. Until so surrendered, the outstanding shares of MassCorp Common Stock to be converted into the Surviving Corporation Common Stock as provided herein shall be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of Surviving Corporation Common Stock as though said surrender and exchange had taken place, and any issuance of shares of Surviving Corporation Common Stock hereunder shall be pro rata to the holders of MassCorp Common Stock.

(d) Cancellation of FloridaCorp Shares. Each share of stock of FloridaCorp that is issued and outstanding as of the Effective Date, shall be cancelled and extinguished in the Merger and all certificates representing such shares shall be cancelled.

SECTION 5. ORGANIZATION

(a) Articles of Incorporation. The following amendments to the Articles of Incorporation of FloridaCorp have been approved by a vote of the Board of Directors and shareholder of FloridaCorp, and shall be contained in the Articles of Merger to be filed with Secretary of State of Florida, and the Articles of Incorporation of FloridaCorp, as so amended,

shall the Articles of Incorporation of the Surviving Corporation following the Merger. The Amendments are as follows:

"The name of the Corporation shall be changed from Foxcode LP, Inc. to Foxcode, Inc and the principal place of business address shall be changed from 3250 Mary Street Suite 404, Miami, Florida to 3400 SW 27th Ave., #1503, Miami, FL 33133."

(b) By-laws. The By-laws of FloridaCorp, as in effect immediately prior to the Effective Date, shall be the By-laws of the Surviving Corporation following the Merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation following the Merger shall consist of the persons who were members of the Board of Directors of FloridaCorp immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following the Merger shall be the persons who were the officers of FloridaCorp immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

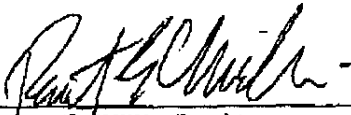
(d) Qualification. The Surviving Corporation hereby (a) agrees that it may be served with process in the Commonwealth of Massachusetts in any proceeding for the enforcement of any obligation of MassCorp and in any proceeding for the enforcement of the rights of a dissenting shareholder of MassCorp pursuant to the Massachusetts Business Corporation Act, and (b) irrevocably appoints the Secretary of State of the Commonwealth of Massachusetts as its agent to accept service of process in any such proceeding.

SECTION 6. ABANDONMENT; AMENDMENT

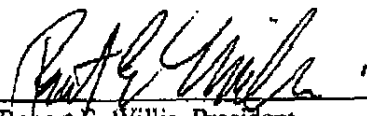
Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the date that the Articles of Merger are filed in the office of the Secretary of State of the State of Florida and the Secretary of State of Massachusetts, respectively. This Agreement may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the date on which the Articles of Merger are filed in the office of the Secretary of State of Florida and the Secretary of State of Massachusetts, respectively, provided that any amendment made subsequent to the approval of this Agreement by the shareholders of MassCorp shall be made in accordance with the Florida Business Corporation Act and Massachusetts Business Corporation Act.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and shareholders, have caused this Plan of Merger to be executed by their respective duly authorized officers, as the respective act, deed and agreement of each of said corporations, as of the 9th day of April, 2009.

Foxcode LP, Inc.,
a Massachusetts corporation

By: 
Robert E. Willis, President

Foxcode LP, Inc.,
a Florida corporation

By: 
Robert E. Willis, President