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

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JAN 03 2012

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Foxcode, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Jennifer G. Ausrotas
Contact Person

White White & Van Etten PC
Firm/Company

55 Cambridge Parkway
Address

Cambridge, MA 02142
City/State and Zip Code

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

For further information concerning this matter, please call:

Jennifer G. Ausrotas
Name of Contact Person

At (617) 225-6900 ext. 12
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:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|----------------------|---------------------|--|
| <u>Foxcode, Inc.</u> | <u>Delaware</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, Inc.</u> | <u>Florida</u> | <u>PD8000031743</u> |
| | | |
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 November 4, 2011

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 November 4, 2011

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

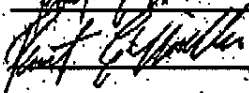
Typed or Printed Name of Individual & Title

Foxcode, Inc. (DE)



Robert E. Willis, President

Foxcode, Inc. (FL)



Robert E. Willis, President

AGREEMENT AND PLAN OF MERGER

This Agreement and 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 252 of the General Corporation Law of the State of Delaware, by and between Foxcode, Inc., a Florida corporation ("FloridaCorp"), and Foxcode, Inc., a Delaware corporation ("DelCorp"). DelCorp 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 and 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 Corporations 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), FloridaCorp shall be merged with and into DelCorp, with DelCorp as the surviving corporation (the "Surviving Corporation"). The separate existence of FloridaCorp shall cease, and both DelCorp and FloridaCorp shall be a single corporation that shall be the Surviving Corporation. All property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements and other assets of every kind and nature of FloridaCorp shall be transferred to and vested in DelCorp as the Surviving Corporation without reversion or impairment, and without further act or deed, and all property, rights, and every other interest of DelCorp and FloridaCorp shall be as effectively the property of the Surviving Corporation as they were of DelCorp 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 FloridaCorp.

SECTION 2. SHAREHOLDER APPROVAL

Each of FloridaCorp and DelCorp 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 the General Corporation Law of the State of Delaware pursuant to Section 252 thereof, respectively.

SECTION 3. EFFECTIVE DATE

The merger of FloridaCorp with and into DelCorp shall be effective upon the filing of the appropriate executed Articles of Merger in accordance with the Florida Business Corporation

Act with the Secretary of State of Florida and a Certificate of Merger in accordance with the General Corporation Law of the State of Delaware with the Secretary of State of Delaware (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 FloridaCorp's common stock, \$0.01 par value ("FloridaCorp 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, \$0.01 par value ("Surviving Corporation Common Stock"). All outstanding shares of FloridaCorp Common Stock and all certificates representing such shares will be deemed cancelled, and there shall not be any issued and outstanding shares of FloridaCorp Common Stock that will not be so converted.

(b) Treasury Stock. Each share of the capital stock of FloridaCorp, if any, that shall then be held in the treasury of FloridaCorp 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 FloridaCorp 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 FloridaCorp Common Stock to be converted into shares of 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 FloridaCorp Common Stock.

(d) Cancellation of DelCorp Shares. Each share of stock of DelCorp 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) Certificate of Incorporation. The Certificate of Incorporation of DelCorp, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation following the Merger.

(b) By-laws. The By-laws of DelCorp, 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 DelCorp 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 DelCorp 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 (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of FloridaCorp and in any proceeding for the enforcement of the rights of a dissenting shareholder of FloridaCorp pursuant to the Florida Business Corporation Act, and (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding.

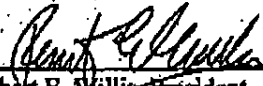
SECTION 6. ABANDONMENT; AMENDMENT

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 Certificate of Merger is filed in the Secretary of State of the State of Delaware, 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 and Certificate of Merger are filed, provided that any amendment made subsequent to the approval of this Agreement by the shareholders of FloridaCorp and DelCorp shall be made in accordance with the Florida Business Corporation Act and General Corporation Law of the State of Delaware, respectively.

IN WITNESS WHEREOF, the parties to this Agreement and 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 Agreement and 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 4th day of November, 2011.


Foxcode, Inc.,
a Florida corporation

By:


Robert E. Willis, President

Foxcode, Inc.,
a Delaware corporation

By:


Robert E. Willis, President