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MERGER OR SHARE EXCHANGE

Indra USA, Inc.

Certificate of Status	0
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merger

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Indra USA, 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:

Sylejman Ujkani
Contact Person

Indra USA, Inc.
Firm/Company

800 Brickell Ave. #1270
Address

Miami, FL 33131
City/State and Zip Code

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

For further information concerning this matter, please call:

Thomas Constantine (tconstantine@bmolaw.com) (904) 384-1264
Name of Contact Person — 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

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ARTICLES OF MERGER
(Profit Corporations)
MERGER OF TECNOCOM USA INC.
WITH AND INTO INDRA USA, INC.

Tecnocom USA Inc., a Florida corporation ("Tecnocom USA"), and Indra USA, Inc., a Florida corporation ("Indra USA"), by and through the undersigned authorized officers, hereby make these Articles of Merger pursuant to Sections 607.1105, *et seq.*, Florida Statutes, for the purpose of merging Tecnocom USA with and into Indra USA, with Indra USA being the surviving corporation. Tecnocom USA and Indra USA are sometimes referred to collectively herein as the "Constituent Companies" and each, separately, as a "Constituent Company".

1. Merging Corporations. The names, jurisdictions, and dates of formation of the Constituent Companies, who are the sole parties to the merger, are as follows:

MERGING CORPORATION: Tecnocom USA
Tecnocom USA Inc., a Florida corporation
Document Number: P12000025465
Formed: March 14, 2012

SURVIVING CORPORATION: Indra USA
Indra USA, Inc., a Florida corporation
Document Number: P08000051511
Formed: September 27, 2006, Domesticated in Florida on May 22, 2008

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2. Surviving Corporation. Indra USA is the surviving corporation of the merger of Tecnocom USA into and with Indra USA.

3. Plan of Merger. A Plan and Agreement of Reorganization and Merger (the "Plan of Merger") and these Articles of Merger have been duly approved and executed by each of the Constituent Companies.

4. Adoption of Merger, Tecnocom USA. On December 21, 2017, the Plan of Merger and these Articles of Merger were duly approved by the unanimous consent of the shareholders of Tecnocom USA (in accordance with Section 607.1108, Florida Statutes) upon the recommendation of the Board of Directors of Tecnocom USA.

5. Adoption of Merger, Indra USA. On December 21, 2017, the Plan of Merger and these Articles of Merger were duly approved by the consent of the sole shareholder of Indra USA (in accordance with Section 607.1108, Florida Statutes) upon the recommendation of the Board of Directors of Indra USA.

6. Authorization for Merger. The respective shareholders of Tecnocom USA, Inc. and Indra USA, Inc. have by unanimous consent approved the Plan of Merger and these Articles of Merger and the merger of Tecnocom USA, Inc. with and into Indra USA, Inc., with Indra USA, Inc. being the surviving corporation. The unanimous consents of the shareholder(s) of each of Tecnocom USA Inc. and Indra USA, Inc. are sufficient to authorize the merger of Tecnocom USA Inc. with and into Indra USA, Inc., with Indra USA, Inc. being the surviving corporation as provided for in said Plan of Merger adopted by the Board of Directors of each of Tecnocom USA Inc. and Indra USA, Inc. and approved by the shareholder(s) of Tecnocom USA Inc. and Indra USA, Inc. As to each of Tecnocom USA Inc. and Indra USA, Inc., the performance of the terms of the Plan of Merger and these Articles of Merger have been duly authorized by all actions required under (i) the laws of Florida (the jurisdiction under which each of Tecnocom USA Inc.

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and Indra USA, Inc. is organized); and (ii) the Articles of Incorporation and by-laws of Tecnocom USA Inc. and the Articles of Incorporation and by-laws of Indra USA, Inc. respectively.

7. Articles of Incorporation. The surviving corporation of the Merger shall be Indra USA. There shall be no amendments to the Articles of Incorporation or by-laws of Indra USA in connection with or as a result of the Merger.

8. Effective Date. Tecnocom USA Inc. and Indra USA, Inc. agree that the effective date of the Merger shall be December 31, 2017.

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IN WITNESS WHEREOF, the undersigned authorized officers of Tecnocom USA Inc. and Indra USA, Inc. have hereunto set their respective hands and seals this 21st day of December, 2017.

TECNOCOM USA INC.

By: [signature]

Name: Victor Chicharro Sr

Its: Corporate Secretary

INDRA USA, INC.

By: [signature]

Name: Victor Chicharro Sr

Its: Corporate Secretary

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PLAN AND AGREEMENT OF REORGANIZATION AND MERGER
(TECNOCOM USA INC. WITH AND INTO INDRA USA, INC.)

THIS PLAN AND AGREEMENT OF REORGANIZATION AND MERGER ("Plan") by and between Tecnocom USA Inc., a Florida corporation ("Tecnocom USA") and Indra USA, Inc., a Florida corporation ("Indra USA"), pursuant to Section 607.1101 et seq, is made and effective this 21st day of December, 2017 and relates to the merger of Tecnocom USA with and into Indra USA, with Indra USA being the surviving corporation.

1. Merger. Upon the Effective Merger Date (as defined in Section 6), Tecnocom USA shall be merged with and into Indra USA, with Indra USA being the surviving corporation (the "Merger"). This Merger is intended to qualify as a statutory merger in accordance with the laws of the United States and the State of Florida.

2. Description of Merging Corporations. The corporations being merged pursuant to the Plan are set forth below:

Tecnocom USA Inc., a Florida corporation
Document Number: P12000025465
Formed: March 14, 2012

Indra USA, Inc., a Florida corporation
Document Number: P08000051511
Formed: September 27, 2006

3. Surviving Corporation. Indra USA is the surviving corporation of the Merger of Tecnocom USA with and into Indra USA.

Pre-Merger Ownership of Shares. Tecnocom Telecomunicaciones y Energia S.A., a corporation organized under the laws of Spain ("Tecnocom Parent"), is the sole shareholder of Tecnocom USA. Indra Sistemas, S.A., a corporation organized under the laws of Spain ("Indra Parent"), is the sole shareholder of Indra USA. Indra Parent is the majority shareholder of Tecnocom Parent.

4. Post-Merger Ownership of Constituents: On the filing of the Articles of Merger with the Secretary of State of the State of Florida, by virtue of the Merger, with effect as of the Effective Merger Date, Tecnocom USA will merge with and into Indra USA and Indra USA will be the surviving corporation. Each share of stock of Tecnocom USA shall be delivered to Indra USA and will be cancelled and Indra USA shall assume and be responsible for all obligations, indebtedness and liability of Tecnocom USA. Upon consummation of the Merger, Indra USA will be the surviving corporation and Indra Parent shall be the sole shareholder of the surviving corporation.

5. Effective Merger Date: The reorganization and Merger contemplated hereby shall be effective on December 31, 2017 or such other date that the parties mutually agree upon ("Effective Merger Date"). The Articles of Merger required to be filed with the appropriate offices of the State of Florida will reflect such date as the effective date of the Merger. The Articles of Merger shall be in substantially the form attached hereto as Exhibit "A" and incorporated herein by reference.

6. Articles of Merger: Each of Tecnocom USA and Indra USA shall cause the Articles of Merger to be duly executed for filing with the appropriate offices of the State of Florida. The Secretary of Indra USA or his/her designee shall receive the Articles of Merger and cause the same to be so filed and shall cause all fees relating to such filing to be paid.

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7. Effect of Merger/Transfer of Membership Interests: Upon the Effective Merger Date, Tecnocom USA shall be merged with and into Indra USA, with Indra USA to be the surviving corporation under Florida law, subject to and in accordance with the following:

a. Each share of stock of Tecnocom USA shall automatically be cancelled.

b. Indra USA shall be vested in and succeed to, and be the sole owner of, all of the assets and property of any type or nature, real and personal, tangible and intangible, which were owned by Tecnocom USA immediately prior to the Effective Merger Date, and Indra USA shall receive and succeed to all rights, interests, authorizations, permissions, powers and entitlements of Tecnocom USA.

c. Indra USA shall succeed to and be responsible for all debts, contracts, leases, licenses, indentures, notes, bonds, debentures, accounts and other obligations or liabilities of Tecnocom USA existing immediately prior to the Effective Merger Date.

d. The Articles of Incorporation of Indra USA shall be the Articles of Incorporation of the surviving corporation of the Merger and shall not be amended or modified in connection with the Merger.

8. Tax Matters: Each Tecnocom USA and Indra USA is a corporation for federal (and, if applicable, state) income tax purposes and the surviving corporation, Indra USA, shall be and remain a corporation for federal (and, if applicable, state) income tax purposes. In the event that the transactions carried out pursuant to this Plan fail to qualify as a statutory merger under Section 368(a)(1)(A) of the Code, then, to the full extent permitted under the applicable provisions of the Code and the applicable Treasury Regulations, the transactions contemplated hereby shall be treated as having been accomplished through a transaction in the nature of a reorganization of the parties to the merger in such a manner as to minimize the resulting taxable income or gain to any of the parties to the merger or their respective equity owners.

9. Governing Law: The validity, interpretation, and performance of the Plan, any agreement executed by or between Tecnocom USA and Indra USA pursuant to the Plan or relating to the Merger, and the Merger and its effects shall be governed by, construed, and enforced in accordance with the laws of the United States and the State of Florida and the state and federal courts located in Miami-Dade County, Florida shall be the sole venue for any dispute, claim or controversy arising out of the Plan, any agreement executed by or among Tecnocom USA, Indra USA and Indra Parent relating to the Merger, and the Merger.

10. Attorneys' Fees: Each party shall be responsible for and shall pay its own attorneys' and other fees, costs, charges and expenses in connection with the negotiation and preparation of this Plan and the Articles of Merger and the consummation of the Merger and transactions contemplated by this Plan.

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IN WITNESS WHEREOF, the undersigned authorized officers of Tecnocom USA Inc. and Indra USA, Inc. have hereunto set their respective hands and seals this 21st day of December, 2017.

TECNOCOM USA INC.

By: ____________

Name: ____________

Its: ____________

INDRA USA, INC.

By: ____________

Name: ____________

Its: ____________

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Exhibit A to Plan and Agreement of Merger

ARTICLES OF MERGER
(Profit Corporations)
MERGER OF TECNOCOM USA INC.
WITH AND INTO INDRA USA. INC.

Tecnocom USA Inc., a Florida corporation ("Tecnocom USA"), and Indra USA, Inc., a Florida corporation ("Indra USA"), by and through the undersigned authorized officers, hereby make these Articles of Merger pursuant to Sections 607.1105, *et seq.*, Florida Statutes, for the purpose of merging Tecnocom USA with and into Indra USA, with Indra USA being the surviving corporation. Tecnocom USA and Indra USA are sometimes referred to collectively herein as the "Constituent Companies" and each, separately, as a "Constituent Company".

1. Merging Corporations. The names, jurisdictions, and dates of formation of the Constituent Companies, who are the sole parties to the merger, are as follows:

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Document Number: P12000025465
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SURVIVING CORPORATION: Indra USA
Indra USA, Inc., a Florida corporation
Document Number: P08000051511
Formed: September 27, 2006, Domesticated in Florida on May 22, 2008

2. Surviving Corporation. Indra USA is the surviving corporation of the merger of Tecnocom USA into and with Indra USA.

3. Plan of Merger. A Plan and Agreement of Reorganization and Merger (the "Plan of Merger") and these Articles of Merger have been duly approved and executed by each of the Constituent Companies.

4. Adoption of Merger, Tecnocom USA. On December 21, 2017, the Plan of Merger and these Articles of Merger were duly approved by the unanimous consent of the shareholders of Tecnocom USA (in accordance with Section 607.1108, Florida Statutes) upon the recommendation of the Board of Directors of Tecnocom USA.

5. Adoption of Merger, Indra USA. On December 21, 2017, the Plan of Merger and these Articles of Merger were duly approved by the consent of the sole shareholder of Indra USA (in accordance with Section 607.1108, Florida Statutes) upon the recommendation of the Board of Directors of Indra USA.

6. Authorization for Merger. The respective shareholders of Tecnocom USA, Inc. and Indra USA, Inc. have by unanimous consent approved the Plan of Merger and these Articles of Merger and the merger of Tecnocom USA, Inc. with and into Indra USA, Inc., with Indra USA, Inc. being the surviving corporation. The unanimous consents of the shareholder(s) of each of Tecnocom USA Inc. and Indra USA, Inc. are sufficient to authorize the merger of Tecnocom USA Inc. with and into Indra USA, Inc., with Indra USA, Inc. being the surviving corporation as provided for in said Plan of Merger adopted by the Board of Directors of each of Tecnocom USA Inc. and Indra USA, Inc. and approved by the shareholder(s) of Tecnocom USA Inc. and Indra USA, Inc. As to each of Tecnocom USA Inc. and Indra USA, Inc., the performance of the terms of the Plan of Merger and these Articles of Merger have been duly authorized by all actions required under (i) the laws of Florida (the jurisdiction under which each of Tecnocom USA Inc.

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and India USA, Inc. is organized); and (ii) the Articles of Incorporation and by-laws of Tecnocom USA Inc. and the Articles of Incorporation and by-laws of India USA, Inc. respectively.

7. Articles of Incorporation. The surviving corporation of the Merger shall be India USA. There shall be no amendments to the Articles of Incorporation or by-laws of India USA in connection with or as a result of the Merger.

8. Effective Date. Tecnocom USA Inc. and India USA, Inc. agree that the effective date of the Merger shall be December 31, 2017.

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