

Division of Corporations

Page 2 of 2

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000373454 3)))



H190003734543ABC3

Effective 01/01/2020

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 901-4201

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
19 DEC 30 PM 3:42

MERGER OR SHARE EXCHANGE**Resolve Americas Holdings, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$103.75

\$113.75

RECEIVED

2019 DEC 30 PM 4:59

**ARTICLES OF MERGER
OF
OCEAN MOTIONS COMPANY, LLC
a Florida limited liability company
AND
RESOLVE GOVERNMENT SERVICES INC.
a Florida corporation
INTO
RESOLVE AMERICAS HOLDINGS, INC.
a Florida corporation**

19 DEC 30 PM 3:12
FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The following Articles of Merger are submitted to merge the following Florida limited liability company and Florida profit corporations in accordance with s. 607.1109 and 605.1025, Florida Statutes:

1. The exact name, form/entity and jurisdiction of each merging party are:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Ocean Motions Company, LLC	limited liability company	Florida - 11-45713
Resolve Government Services Inc.	corporation	Florida - 013-48832

2. The exact name, form/entity type and jurisdiction of the surviving party are:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Resolve Americas Holdings, Inc.	corporation	Florida - 009-38996

3. The attached plan of merger was approved by each domestic limited liability company and corporation that is a party to the merger in accordance with the applicable provision of Chapters 607 and 605 of the Florida Statutes.

4. The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state under which such other business entities is formed or organized.

5. The effective date of the merger shall be January 1, 2020.

6. Signature(s) for Each Party:

Merging Parties:

Ocean Motions Company, LLC,
a Florida limited liability company

By: 

Name: Joseph E. Farrell, Jr.

Title: President

Resolve Government Services Inc.,
a Florida corporation

By: 

Name: Joseph E. Farrell, Jr.

Title: President

Surviving party:

Resolve Americas Holdings, Inc.,
a Florida corporation

By: 

Name: Joseph E. Farrell, Jr.

Title: President

**PLAN OF MERGER
OF
OCEAN MOTIONS COMPANY, LLC
a Florida limited liability company
AND
RESOLVE GOVERNMENT SERVICES INC.
a Florida corporation
INTO
RESOLVE AMERICAS HOLDINGS, INC.
a Florida corporation**

This Plan of Merger (this "Plan") is entered into as of December 30, 2019, by and among Ocean Motions Company, LLC, a Florida limited liability company, Resolve Government Services Inc., a Florida corporation (collectively, the "Merging Entities"), and Resolve Americas Holdings, Inc., a Florida corporation (the "Surviving Entity"). The parties hereby agree as follows:

1. The name, type of entity and jurisdiction of formation of the Merging Entities are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Ocean Motions Company, LLC	limited liability company	Florida
Resolve Government Services Inc.	corporation	Florida

2. The name, type of entity and jurisdiction of formation of the Surviving Entity are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Resolve Americas Holdings, Inc.	corporation	Florida

3. The terms and conditions of the merger are as follows:

The Merging Entities shall be merged with and into the Surviving Entity, which shall be the surviving entity upon the effective date of the merger and which shall continue to exist as a corporation under the laws of the State of Florida. The Surviving Entity shall succeed to all rights, assets, liabilities, and obligations of the Merging Entities, and the separate existence of each Merging Entity shall cease as of the effective date of the merger. The Articles of Incorporation of the Surviving Entity at the effective date of the merger shall be the Articles of Incorporation of the surviving entity.

4. The manner and basis of converting the shares and membership interests of the Merging Entities into shares of the Surviving Entity shall be as follows:

The shares of common stock and membership interests of each Merging Entity, issued and outstanding immediately prior to the effective date, all of which are held by Resolve Marine Group, Inc., shall be automatically be cancelled and no additional shares of the Surviving entity shall be issued.

5. The names and addresses of each member of the Board of Directors of the Surviving Entity are as follows:

<u>Name</u>	<u>Address</u>
Joseph E. Farrell, Jr.	1512 SE 11 St., Fort Lauderdale, FL 33316
Mary Beth Farrell	1512 SE 11 St., Fort Lauderdale, FL 33316

6. The effective date of the merger shall be January 1, 2020.

7. This Plan of Merger may be executed in counterparts, each of which shall be considered an original, and all of which together shall constitute one and the same instrument.

[Signature Page Follows]

This Plan of Merger has been executed and delivered by the parties hereto as of the date first set forth above.

SURVIVING ENTITY:

RESOLVE AMERICAS HOLDINGS, INC.

By: 

Name: Joseph E. Farrell, Jr.

Title: President

MERGING ENTITIES:

OCEAN MOTIONS COMPANY, LLC

By: 

Name: Joseph E. Farrell, Jr.

Title: President

RESOLVE GOVERNMENT SERVICES
INC.

By: 

Name: Joseph E. Farrell, Jr.

Title: President