

PD 9000085955

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

EFFECTIVE DATE

From: Account Name : VCONF SERVICES, LLC  
Account Number : I20080000067  
Phone : (845) 425-0077  
Fax Number : (845) 818-3588

April 10, 2012

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

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MERGER OR SHARE EXCHANGE  
Harmony Metals, Inc.

Certificate of Status	0
Certified Copy	1
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Merger  
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER**  
(Profit Corporations)

**EFFECTIVE DATE**

April 10, 2012

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>Harmony Metals, Inc.</u>	<u>Florida</u>	<u>P09000085955</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>HRMY Sub, Inc.</u>	<u>Florida</u>	<u>P12000015044</u>
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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** 04 / 10 / 2012 (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 20, 2012 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 20, 2012 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

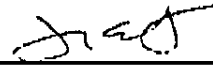
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

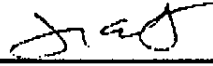
Typed or Printed Name of Individual & Title

Harmony Metals, Inc.



Jay Elliot, CEO and President

HRMY Sub, Inc.



Jay Elliot, CEO

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## PLAN OF MERGER

PLAN OF MERGER approved on March 20, 2012 by HARMONY METALS, INC. ("HRMY"), which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of Florida Business Corporation Act, and by resolution adopted by its Board of Directors on said date.

1. HRMY Sub, Inc. ("HRMY Sub"), a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of Florida Business Corporation Act, shall, pursuant to Florida Business Corporation Act Section 607.1104, be merged with and into its parent company, HRMY, which shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") (the "Merger") upon the effective date as designated in the Articles of Merger (the "Effective Date"), and which shall continue to exist as said Surviving Corporation under a new name "NUVEL HOLDINGS, INC." pursuant to Florida Business Corporation Act Section 607.1104. The separate existence of HRMY Sub (sometimes hereinafter referred to as the "Terminating Corporation"), shall cease upon the Effective Date in accordance with the said provisions of Florida Business Corporation Act.

The following Article I of the Articles of Incorporation of the Surviving Corporation upon the Effective Date of the Merger shall be amended to read in its entirety as follows:

" ARTICLE I  
The name of this corporation is NUVEL HOLDINGS, INC. "

and the remaining articles of the Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

2. The bylaws of the Surviving Corporation as in force and effect upon the Effective Date of the Merger shall continue to be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The directors and officers in office of the Surviving Corporation upon the Effective Date of the Merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
4. The manner of converting the outstanding shares of the capital stock of the Terminating Corporation into the shares of the Surviving Corporation shall be that each share of common stock of the Terminating Corporation, which is held by the Surviving Corporation, and all rights in respect thereto, shall forthwith cancelled. Each share of common stock of the

Surviving Corporation, which shall be issued and outstanding on the Effective Date, shall remain as they are prior to the Effective Date.

5. The Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Florida Business Corporation Act, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
6. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

[Please refer to the attached Plan of Merger for more details.]