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Florida Department of State
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MERGER OR SHARE EXCHANGE LINGUASYS, INC.

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T. BROWN

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ARTICLES OF MERGER**MERGING****LINGUASYS, INC.**
a Florida corporation**WITH AND INTO****LINGUASYS, INC.**
a Delaware corporationFILED
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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 is LinguaSys, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is LinguaSys, Inc., a corporation duly organized and existing under the laws of the State of Florida (the "Merging Corporation").

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on August 27, 2012.

SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on August 23, 2012.

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IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed as of the 28th day of August, 2012.

LINGUASYS, INC.
(a Florida corporation)

By: 
Name: Brian Carr
Title: Chief Executive Officer

LINGUASYS, INC.
(a Delaware corporation)

By: 
Name: Brian Carr
Title: President, Chief Executive Officer and Treasurer

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Exhibit A**Plan of Merger**

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is LinguaSys, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is LinguaSys, Inc., a corporation duly organized and existing under the laws of the State of Florida (the "Merging Corporation").

THIRD: The terms and conditions of the merger and the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(1) The Merging Corporation shall be merged with and into the Surviving Corporation, which merger shall be consummated and made effective by the filing of the articles of merger and plan of merger with the Department of State of the State of Florida and the filing of the certificate of merger with the Secretary of State of the State of Delaware. At the effective time of the merger (the "Merger"), the separate existence of the Merging Corporation shall cease in accordance with applicable law and the Surviving Corporation shall continue as the surviving corporation. The name of the Surviving Corporation shall be "LinguaSys, Inc." The principal place of business of the Surviving Corporation is located at 3651 FAU Blvd., Suite 400, Boca Raton, FL 33431.

(2) The terms and conditions of the Merger are as follows:

(a) At the effective time of the Merger, (i) every one (1) share of the Merging Corporation's common stock issued and outstanding immediately prior to the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall convert into and become the right to receive one (1) fully-paid and nonassessable share of common stock, par value \$0.001 per share, of the Surviving Corporation, (ii) every share of the Merging Corporation's preferred stock shall be cancelled and extinguished without any conversion thereof, and no payment or distribution shall be made with respect thereto, and (iii) every warrant and option of the Merging Corporation shall be convert into and become the right to receive a warrant or option to purchase shares of common stock of the Surviving Corporation.

(b) Each share of capital stock of the Merging Corporation owned by the Surviving Corporation shall be cancelled and extinguished without any conversion thereof, and no payment or distribution shall be made with respect thereto, at and after the effective time of the Merger.

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(c) At the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation and the By-laws of the Surviving Corporation shall be the Certificate of Incorporation and By-laws of the Surviving Corporation until thereafter amended.

(d) This Merger covers all property and investments of the Merging Corporation. At the effective time of the Merger, the effect of the Merger shall be as provided in this plan of merger and the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law. Without limiting the generality of the foregoing, and subject thereto, at the effective time all rights and property of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Merging Corporation shall become debts, liabilities and duties of the Surviving Corporation.

(e) As and when requested by the Surviving Corporation or by its successors or assigns, the Merging Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired by the Surviving Corporation by reason or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merging Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

(f) This plan of merger shall be submitted to the shareholders and the Board of Directors of both the Merging Corporation and the Surviving Corporation as and to the extent provided by law. The Merger shall take effect when any and all documents or instruments necessary to perfect the Merger, pursuant to the requirements of the Florida Business Corporation Act and the Delaware General Corporation Law, are accepted for filing by the appropriate offices of the State of Florida and the State of Delaware, as applicable.

(g) This plan of merger may be terminated or abandoned by (i) the parties, by written action of their Boards of Directors, at any time prior to its adoption by the shareholders of each as and to the extent provided by law, or (ii) the mutual consent of the parties, by written action of their Boards of Directors, at any time after its adoption by the shareholders of each and prior to the effective time of the Merger for any reason or for no reason. In the event of such termination or abandonment, this plan of merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of the parties.

(h) All corporate acts, plans, policies, approvals and authorizations of the Merging Corporation that were valid and effective immediately prior to the effective time of the Merger, including those that were taken on the Merging Corporation's behalf by its Board of Directors, officers or agents, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on the Merging Corporation.

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(i) From the effective time of the Merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the Merging Corporation to execute, acknowledge and deliver all instruments, and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of the Merging Corporation or to carry out the purposes of this plan of merger.