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From: Kynes, Kyles

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MERGER OR SHARE EXCHANGE

MaintenX International Service Management Group, Inc

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April 28, 2015

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC.

P.O. BOX 21288

TAMPA, FL 33622

SUBJECT: MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC.

REF: P11000020560

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MAINTENX MANAGEMENT, INC.
(a Florida corporation)
AND
MX PROJECTS, LLC
(a Florida limited liability company)
WITH AND INTO
MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC.
(a Florida corporation)

The following Articles of Merger are hereby submitted by the undersigned to merge the following Florida Profit Corporations and Florida Limited Liability Company in accordance with Florida Statutes Sections 607.1105 and 607.1108.

FIRST: The exact name, form/entity type, jurisdiction, and document number for each merging party are as follows:

| <u>Name and Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> | <u>Document Number</u> |
|---|---------------------|------------------------------|------------------------|
| MaintenX Management, Inc. 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Corporation | P04000018310 |
| MX Projects, LLC 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Limited Liability Company | L04000057425 |
| MaintenX International Service Management Group, Inc. 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Corporation | P11000020560 |

SECOND: The exact name, form/entity type, jurisdiction, and document number of the surviving party is as follows:

| <u>Name and Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> | <u>Document Number</u> |
|---|---------------------|-------------------------|------------------------|
| MaintenX International Service Management Group, Inc. 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Corporation | P11000020560 |

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

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FOURTH: Adoption of Merger by Surviving Party. The Plan of Merger was adopted by the shareholders of the surviving corporation on April 22, 2015.

FIFTH: Adoption of Merger by Merging Parties.

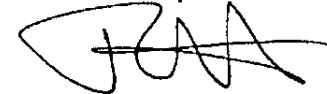
A. The Plan of Merger was adopted by the shareholders of merging party MAINTENX MANAGEMENT, INC. on April 22, 2015.

B. The Plan of Merger was adopted by the Members of merging party MX PROJECTS, LLC on April 22, 2015.

SIXTH: The effective date of the merger shall be the date of filing of these Articles of Merger.

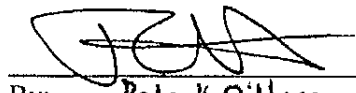
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 22nd day of April, 2015.

MAINTENX MANAGEMENT, INC.
A Florida Corporation



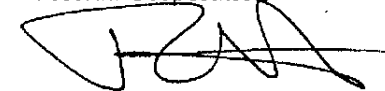
By: Patrick O'Hara
As its: President

MX PROJECTS, LLC
A Florida Limited Liability Company



By: Patrick O'Hara
As its: Manager

MAINTENX INTERNATIONAL
SERVICE MANAGEMENT GROUP, INC.
A Florida Corporation



By: Patrick O'Hara
As its: CEO

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Exhibit "A"
Plan of Merger

See attached

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name and Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---|---------------------|---------------------------|
| MaintenX Management, Inc. 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Corporation |
| MX Projects, LLC 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Limited Liability Company |
| MaintenX International Service Management Group, Inc. 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Corporation |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party (hereinafter, the "Surviving Entity") are as follows:

| <u>Name and Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---|---------------------|-------------------------|
| MaintenX International Service Management Group, Inc. 2202 N. Howard Avenue Tampa, Florida 33607 | Florida | Corporation |

THIRD: The terms and conditions of the merger are as follows:

A. The Articles of Incorporation of the Surviving Entity, as they exist on the date of the merger, shall be and remain the Articles of Incorporation of the Surviving Entity until the same shall be altered, amended, or repealed as provided therein.

B. The Bylaws of the Surviving Entity, as they exist on the effective date of the merger, shall be and remain the Bylaws of the Surviving Entity until the same shall be altered, amended or repealed as provided therein.

C. The first annual meeting of the shareholders of the Surviving Entity held after the effective date of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Entity.

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D. The first regular meeting of the Board of Directors of the Surviving Entity shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the Bylaws of the Surviving Entity, for the purpose of calling a special meeting of the Board of Directors of the Surviving Entity and may be held at the time and place specified in the notice of the meeting.

E. For purposes hereof, the term "Entities" shall refer collectively to MAINTENX MANAGEMENT, INC., MX PROJECTS, LLC, and MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC. When the merger shall become effective, the separate existences of both MAINTENX MANAGEMENT, INC. and MX PROJECTS, LLC shall cease and said companies shall be merged in accordance with the provisions of this Plan into MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC. which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Entities, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of each of the Entities, including, without limitation, the name, trademarks, trade names of each of the Entities, shall vest in the Surviving Entity without further act or deed, except that if the Surviving Entity shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors, officers and managers of both of the Entities shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Entity shall assume and be liable for all the liabilities, obligations and penalties of each of the Entities. No liability or obligations due or to become due, claim or demand for any cause existing against either Entity, or any shareholder, officer, director, member or manager thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against either Entity, or any shareholder, officer, director, member or manager thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Entity may be substituted in such action in place of either Entity.

FOURTH: The manner and basis of converting the interest, shares obligations, membership interests, and other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or part, into cash or other property is as follows:

A. For MAINTENX MANAGEMENT, INC. Immediately upon this Plan of Merger becoming effective, the shares of stock of MAINTENX MANAGEMENT, INC. shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC.

The conversion shall be effected as follows: After the effective date of the merger, MAINTENX MANAGEMENT, INC. shareholders shall surrender their shares of stock to the Surviving Entity or its duly appointed agent(s), in the manner that Surviving Entity may require. On receipt of the stock certificates, the Surviving Entity shall issue and exchange certificates for shares

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of stock in the Surviving Entity, representing the number of shares to which MAINTENX MANAGEMENT, INC. shareholders are entitled as set forth above.

MAINTENX MANAGEMENT, INC. shareholders are not entitled to dividends on shares of stock in the Surviving Entity until they have been issued certificates. Then, each shall be entitled to receive any dividends on shares of stock issuable to them which may have been declared and paid between the effective date of the merger and the issuance to the MAINTENX MANAGEMENT, INC. shareholders of those certificates issued in exchange for their shares of stock of MAINTENX MANAGEMENT, INC.

B. For MX PROJECTS, LLC. Immediately upon this Plan of Merger becoming effective, the units of membership interest of MX PROJECTS, LLC shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC.

The conversion shall be effected as follows: After the effective date of the merger, MX PROJECTS, LLC members shall surrender their units of membership interest to the Surviving Entity or its duly appointed agent(s), in the manner that Surviving Entity may require. On receipt of the membership interest certificates, the Surviving Entity shall issue and exchange certificates for shares of stock in the Surviving Entity, representing the number of shares to which MX PROJECTS, LLC members are entitled as set forth above.

MX PROJECTS, LLC members are not entitled to dividends on shares of stock in the Surviving Entity until they have been issued certificates. Then, each shall be entitled to receive any dividends on shares of stock issuable to them which may have been declared and paid between the effective date of the merger and the issuance to the MX PROJECTS, LLC members of those certificates issued in exchange for their units of membership interest of MX PROJECTS, LLC.


FIFTH: The name and business address of each shareholder, officer, and director of the Surviving Entity are as follows:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|----------------------|---------------------------------|---|
| Patrick O'Hara | Shareholder/Director/CEO | 2202 N. Howard Avenue Tampa, Florida 33607 |
| Juan Carlos Gonzalez | Shareholder/Director/ President | 2202 N. Howard Avenue Tampa, Florida 33607 |
| Brett I. Herman | Vice President | 2202 N. Howard Avenue Tampa, Florida 33607 |

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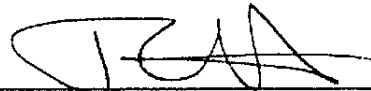
IN WITNESS WHEREOF, the duly authorized representatives of MAINTENX MANAGEMENT, INC., MX PROJECTS, LLC, and MAINTENX INTERNATIONAL SERVICE MANAGEMENT GROUP, INC. have executed this Plan of Merger under their respective corporate/company seals on this 22nd day of April, 2015.

MAINTENX MANAGEMENT, INC.
A Florida Corporation



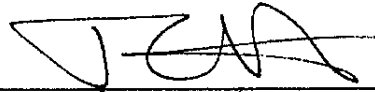
By: Patrick O'Hara
As its: President

MX PROJECTS, LLC
A Florida Limited Liability Company



By: Patrick O'Hara
As its: Manager

MAINTENX INTERNATIONAL SERVICE
MANAGEMENT GROUP, INC.
A Florida Corporation



By: Patrick O'Hara
As its: CEO