

08/12/2013 10:45 AM 3217681147

Division of Corporations

Krasny and Dettmer

0001/0005

Page 1 of 1

P1 3000034944

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.

((H13000178449 3)))



H130001784493ABC4

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

merger

AUG 12 2013

R. WHITE

From:

Account Name : KRASNY AND DETIMER
Account Number : 102771002615
Phone : (321) 723-5646
Fax Number : (321) 768-1147

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

Email Address: phennean@gmail.com

MERGER OR SHARE EXCHANGE

Valuengine, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED

13 AUG 12 AM 11:37

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 12 PM 2:45

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

18 AUG 12 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
VALUENGINE INC.,
a Delaware corporation
WITH AND INTO
VALUENGINE, INC.,
a Florida corporation**

Valuengine Inc., a Delaware corporation ("VE DE") and Valuengine, Inc., a Florida corporation ("VE FL"), pursuant to the provisions the General Corporation Law of the State of Delaware and of Section 607.1109, Florida Statutes, hereby certify in connection with the merger of VE DE into VE FL that:

1. The name and jurisdiction of the merging company is VALUENGINE INC., a Delaware corporation (Delaware File No. 3130488).
2. The name and jurisdiction of the surviving corporation is VALUENGINE, INC., a Florida corporation (Florida Document No. P13000034944).
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A".
4. The Agreement and Plan of Merger was approved by all of the Shareholders of VE DE on February 27, 2013 in accordance with all applicable laws of the state of Delaware under which it was organized.
5. The Agreement and Plan of Merger was approved by all of the sharcholders of VE FL on April 19, 2013 in accordance with the applicable provisions of Chapter 607, Florida Statutes.
6. The merger shall become effective upon filing in the Office of the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to the Certificate of Merger, this 12 day of ~~May~~ ^{August}, 2013.

VALUENGINE INC., a Delaware corporation

By: Paul E. Henneman
Paul E. Henneman, President

VALUENGINE, INC., a Florida corporation

By: Paul E. Henneman
Paul E. Henneman, President

AGREEMENT AND PLAN OF MERGER

This Agreement dated this 12th ^{August} day of ~~May~~, 2013, by and between VALUENGINE INC., a Delaware corporation ("VE DE") and VALUENGINE, INC., a Florida corporation ("VE FL").

RECITALS:

A. The Shareholders of VE DE and VE FL deem it advisable and in the best interests of both entities that VE DE be merged with and into VE FL with VE FL being the surviving company pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

B. The Members of VE DE and the Shareholders of VE FL have unanimously approved the merger of VE DE into VE FL in accordance with the provisions of Section 607.1109, Florida Statutes and the General Corporation Law of the State of Delaware.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

ARTICLE I MERGER

1.1 VE DE shall be merged with and into VE FL in accordance with the laws of the State of Florida and the State of Delaware. The separate corporate existence of VE DE shall thereby cease, and VE FL shall be the surviving company.

1.2 The surviving company shall be VALUENGINE, INC., a Florida corporation, having a business address of 2425 Pineapple Avenue, Suite 308, Melbourne, FL 32935.

1.3 The effective date ("Effective Date") of the merger shall be that date when the Articles of Merger are filed in the office of the Florida Secretary of State, Tallahassee, Florida and the Certificate of Merger is filed with the Delaware Secretary of State, Dover, Delaware at which time the separate existence of VE DE shall cease.

1.4 VE FL, the surviving company, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the articles of incorporation and bylaws of the merged entities. All of the rights, privileges, powers and franchises of VE DE, of a public as well as of a private nature, and all property, real, personal and mixed of VE DE, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in VE FL without further act or

deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of VE DE shall thereafter be as effectually the property of VE FL as was the case for VE DE.

1.5 From and after the Effective Date, VE FL shall be subject to the duties and liabilities of a corporation organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or VE FL may be proceeded against or substituted in place of VE DE. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of VE FL shall continue unaffected and unimpaired by the merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon the Effective Date.

2.2 Prior to the Effective Date, each entity shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date, the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging corporation into VE FL, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to VE FL title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

ARTICLE III BYLAWS; SHAREHOLDERS

The Bylaws of VE FL, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Bylaws of the surviving company until duly amended in accordance with the provisions therein set forth and the laws of Florida, and no change to the Bylaws shall be effected by the merger.

**ARTICLE IV
MANNER OF CONVERTING INTERESTS**

Each share of common stock of VE DE shall, upon the Effective Date, be converted into one share of common stock of VE FL.

**ARTICLE V
MISCELLANEOUS**

5.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

5.2 In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

5.3 This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

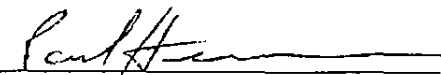
5.4 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of VE DE and VE FL.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal as of the date first stated above.

VALUENGINE INC., a Delaware corporation

By: 
Paul E. Henneman, President

VALUENGINE, INC., a Florida corporation

By: 
Paul E. Henneman, President