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(Requestor's Name)

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(City/State/Zip/Phone #)

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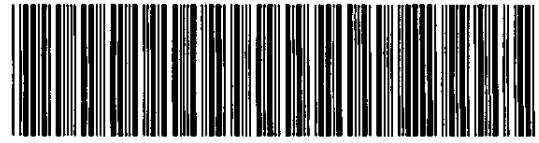
(Business Entity Name)

(Document Number)

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Menger/CC
@ 8.15.14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MaxxCAT-Vero, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Robert G. Panagulias

Contact Person

Robert G. Panagulias, P.C.

Firm/Company

127 Anderson Street, Suite 127

Address

Pittsburgh, PA 15212-5803

City, State and Zip Code

jimjackson@maxxcat.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert G. Panagulias

Name of Contact Person

at (412) 321-9433

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



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CLERK OF DISTRICT COURT
14 AUG -6 PM 12:39

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MaxxCAT-Vero, Inc.	Florida	Corporation
MaxxCAT Corporation	Pennsylvania	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MaxxCAT-Vero, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: 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, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

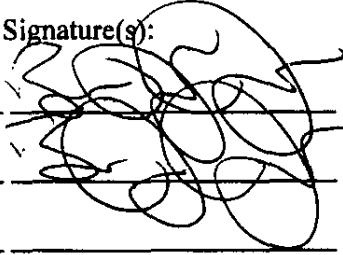
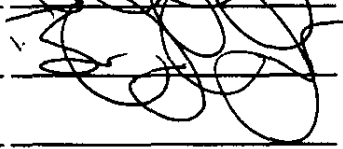
n/a

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
MaxxCAT-Vero, Inc.		Thomas J. Jackson
MaxxCAT Corporation		Thomas J. Jackson

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MaxxCAT-Vero, Inc.	Florida	Corporation
MaxxCAT Corporation	Pennsylvania	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MaxxCAT-Vero, Inc.	Florida	Corporation

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

See attached Plan of Merger.

(Attach additional sheet if necessary)

FOURTH:

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

See attached Plan of Merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

n/a

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

n/a

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

See attached Plan of Merger.

(Attach additional sheet if necessary)

THIRD

**Plan of Merger
of
MaxxCAT Corporation
(a Pennsylvania Corporation)
with and into
MaxxCAT-Vero, Inc.
(a Florida Corporation)**

Plan of merger (the "Plan") with respect to MaxxCAT Corporation a Pennsylvania corporation (MaxxCAT) and MaxxCAT-Vero, Inc. ("MaxxCAT-Vero") a Florida Corporation.

1. **Effectiveness.** The Plan shall be effective on the date that Articles of Merger are filed with the Department of State of the State of Florida. The date set forth in the preceding sentence is referred to in the Plan as the "Effective Date".
2. **Effect.** On the Effective Date, MaxxCAT shall be merged with and into MaxxCAT-Vero, and except insofar as it may be continued by law, shall cease, all with the effect provided in Section 1929 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. MaxxCAT-Vero shall be, and is sometimes referred to in the Plan as the "Surviving Corporation".
3. **Articles of Incorporation and Bylaws.** On and after the Effective Date, the Articles of Incorporation and Bylaws of MaxxCAT-Vero shall be the Articles on Incorporation and the Bylaws of the Surviving Corporation until changed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.
4. **Directors and Officers.** On and after the Effective Date, until changed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation, the directors and officers of the Surviving Corporation shall be the directors and officers of MaxxCAT-Vero immediately prior to the Effective Date, to hold such office in accordance with the law and the Bylaws of the Surviving Corporation.

FOURTH

5. Conversion of MaxxCAT Stock. On the Effective Date, each share of capital stock of Maxx-CAT ("MaxxCAT Common Stock") issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder of such stock be converted into one share of common stock of the Surviving Corporation.
6. MaxxCAT-Vero Stock. Each share of common stock of MaxxCAT-Vero issued and outstanding prior to the Effective Date shall not be converted or exchanged in the merger, but each share shall remain outstanding as one share of the common stock of the Surviving Corporation.

EIGHTH

7. Exchange of Shares. As soon as practicable after the Effective Date, each holder of an outstanding certificate or certificates that prior to the merger represented shares of common stock of MaxxCAT shall surrender that certificate or certificates with an appropriate letter of transmittal to the secretary of the Surviving Corporation, and the shareholder shall upon such surrender receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which such shares shall have been converted.