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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FMC GLOBALSAT, INC.

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

David O'Meara, Paralegal

\_\_\_\_\_  
Contact Person

Robinson & Cole LLP

\_\_\_\_\_  
Firm/Company

280 Trumbull Street

\_\_\_\_\_  
Address

Hartford, CT 06103

\_\_\_\_\_  
City/State and Zip Code

ecotrel@fmcglobalsat.com

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

For further information concerning this matter, please call:

David O'Meara

\_\_\_\_\_  
Name of Contact Person

At ( 860 ) 541-2722

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

DEC 28 11:31 AM '99

FILED DEC 28 PM 3:46

## **ARTICLES OF MERGER**

**(Profit Corporations)**

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)
FMC GLOBALSAT, INC.	FLORIDA	P17000088208
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
FMC GLOBALSAT ACQUISITION CORP.	DELAWARE	NONE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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**      /      /      (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 NOVEMBER 17, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 DECEMBER 27, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ 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

FMC GLOBALSAT, INC.

**X**

By: Emmanuel Cotrel, Chief Executive Officer

FMC GLOBALSAT  
ACQUISITION CORP.

**X**

By: Sean Martin, President and Chief Executive Officer

## **PLAN OF MERGER**

FMC GLOBALSAT ACQUISITION CORP., a Delaware corporation, shall merge with and into FMC GLOBALSAT, INC., a Florida corporation, pursuant to the following Plan of Merger duly adopted:

1. FMC GlobalSat Acquisition Corp., a Delaware corporation ("AcquisitionCo"), shall be merged with and into FMC GlobalSat, Inc., a Florida corporation ("Company") (such merger is referred to herein as the "Merger").
2. Following the Merger, Company shall continue as the surviving corporation under the name "FMC GlobalSat, Inc." (the "Surviving Corporation") and shall continue its existence under the laws of the State of Florida, and the separate corporate existence of AcquisitionCo shall cease.
3. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act, as amended, and Section 259 of the Delaware General Corporation Law, as amended.
4. The manner and basis of converting the shares of each merging 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 in connection with the Merger are as follows:

At the Effective Time (as hereinafter defined), by virtue of the Merger and without any action on the part of any Party or the holder of any of the following securities:

(a) Each Company Share issued and outstanding immediately prior to the Effective Time other than Dissenting Shares shall be converted into and represent the right to receive such number of shares of Parent Common Stock as is equal to the Common Conversion Ratio. An aggregate of 10,500,000 shares of Parent Common Stock shall be issued to the stockholders of the Company.

(b) The "Common Conversion Ratio" shall be 1:1. Stockholders of record of the Company as of the Closing Date shall be entitled to receive immediately all of the shares of Parent Common Stock into which their Company Shares were converted pursuant to this Section.

(c) Each issued and outstanding share of common stock of AcquisitionCo shall be converted into one validly issued, fully paid and nonassessable share of common stock of Surviving Corporation.

Capitalized terms used in this Section and not defined herein shall have the meanings given them in that certain Agreement and Plan of Merger and Reorganization dated as of October 6, 2017 by and among AcquisitionCo, Company, and the other parties thereto.

5. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1105 of the Florida Business Corporation Act, and a Certificate of Merger shall be filed with the Secretary of State of the State of Delaware pursuant to Section 252 of the Delaware General Corporation Law.

6. The Articles of Incorporation of Company immediately prior to the Merger shall be the Articles of Incorporation of the Surviving Corporation immediately after the Merger without any change or amendment thereto.

7. The Bylaws of Company immediately prior to the Merger shall be the Bylaws of the Surviving Corporation immediately after the Merger without any change or amendment thereto.

8. The persons serving as officers and directors of Company immediately preceding the effective date of the Merger shall continue to serve in their respective capacities as officers and directors of the Surviving Corporation and/or until their successors shall be chosen and qualified.

9. The Merger shall be effective upon filing of the Articles of Merger with the Secretary of State of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").