

P20000005852

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CLERK OF COURT

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GOT TRAFFIC HOLDINGS, 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:

JAMES HOUSTON

Contact Person

GOT TRAFFIC HOLDINGS, INC.

Firm Company

2095 PARK COURT

Address

BOCA RATON, FL 33486

City, State and Zip Code

JIM@VISUALG.COM

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

For further information concerning this matter, please call:

TAMMY L. SCHMIDT

At (561) 368-0282

Name of Contact Person

Area Code & Daytime Telephone Number

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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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) |
|----------------------------|---------------------|--|
| GOT TRAFFIC HOLDINGS, INC. | FLORIDA | P20000005852 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known, applicable) |
|-------------------|---------------------|--|
| GOT TRAFFIC, INC. | FLORIDA | P14000037285 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 02 01 2020 (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 01/28/2020.

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 01/28/2020.

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

GOT TRAFFIC HOLDINGS, INC.



JAMES HOUSTON, PRESIDENT

GOT TRAFFIC HOLDINGS, E

[Handwritten signature]

JEFFREY C. JOHNSON, VICE-PRESIDENT

GOT TRAFFIC, INC.

[Handwritten signature]

JAMES HOUSTON, PRESIDENT

GOT TRAFFIC, INC.

[Signature]

JEFFREY C. JOHNSON, VICE-PRESIDENT

PLAN OF MERGER

(Non Subsidiaries)

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:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| GOT TRAFFIC HOLDINGS, INC. | FLORIDA |
| _____ | _____ |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------|---------------------|
| GOT TRAFFIC, INC. | FLORIDA |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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

THE SURVIVING CORPORATION WAS FORMED FOR FUTURE BUSINESS PLANS.

Fourth: 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:

CONVERSION OF THE SHARES WAS ACCOMPLISHED AT A BOARD MEETING HELD ON JANUARY 28, 2020 BETWEEN BOTH THE MERGING AND SURVIVING CORPORATION. IT WAS AGREED 100% OF THE STOCK WOULD CONVERT IN KIND TO THE SURVIVING CORPORATION. SHAREHOLDERS OF SURVIVING CORPORATION WOULD HOLD SAME OWNERSHIP IN STOCK AS THE MERGING CORPORATION.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A