

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Advance Manufacturing Software, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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1/15/2021 1:18:13 PM PAGE 1/001 Fax Server



January 15, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ADVANCED MANUFACTURING SOFTWARE, INC.
1902 2ND AVE NORTH
JACKSONVILLE BEACH, FL 32250US

SUBJECT: ADVANCED MANUFACTURING SOFTWARE, INC.
REF: P20000043604

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.

Merging entities must file annual report for 2021

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Yasemin Y Sulker
Regulatory Specialist III

FAX Aud. #: H21000019183
Letter Number: 321A00001049

H21000019183

ARTICLES OF MERGER
of
INDUSTRIAL MARINE ELECTRONICS, INC.,
a New Hampshire corporation
with and into
ADVANCE MANUFACTURING SOFTWARE, INC.,
a Florida corporation
(being the surviving corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: Advance Manufacturing Software, Inc., a Florida corporation. The Florida document number of which is P20000043604 shall be the surviving corporation (the "***Surviving Corporation***").

SECOND: Industrial Marine Electronics, Inc., a New Hampshire corporation. The New Hampshire Business ID of which is 15967 shall be the merged corporation (the "***Merging Corporation***").

THIRD: The Plan of Merger between Surviving Corporation and Merging Corporation is attached hereto as **EXHIBIT A**.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of Surviving Corporation on December 30, 2020.

SIXTH: The Plan of Merger was adopted by the members of Merging Corporation on December 30, 2020.

SEVENTH: These Articles of Merger were executed as of December 30, 2020 (the "***Effective Date***").

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H21000019183

H21000019183

IN WITNESS WHEREOF, these Articles of Merger were executed as of the Effective Date.

SURVIVING CORPORATION:

ADVANCE MANUFACTURING SOFTWARE, INC.,
a Florida corporation

By: Jay Farr
Jay A. Farr, as President

MERGING CORPORATION:

INDUSTRIAL MARINE ELECTRONICS, INC.,
a New Hampshire corporation

By: Jay Farr
Jay A. Farr, as President

H21000019183

H21000019183

EXHIBIT A
PLAN OF MERGER
of
INDUSTRIAL MARINE ELECTRONICS, INC.,
a New Hampshire corporation
with and into
ADVANCE MANUFACTURING SOFTWARE, INC.,
a Florida corporation
(being the surviving corporation)

The following plan of merger is submitted in compliance with Section 293-A:11.02, New Hampshire Revised Statutes Annotated, and Section 607.1101, Florida Statutes, as of the 30th day of December, 2020 (the "*Effective Date*").

WHEREAS, the Boards of Directors of Industrial Marine Electronics, Inc., a New Hampshire corporation (the "*Merging Corporation*"), and Advance Manufacturing Software, Inc., a Florida corporation (the "*Surviving Corporation*"), deem it advisable and in the best interest of Surviving Corporation and Merging Corporation and their respective shareholders to merge Merging Corporation with and into Surviving Corporation, with Surviving Corporation as the surviving corporation.

WHEREAS, upon the completion of the merger of the Merging Corporation with and into the Surviving Corporation, the assets and liabilities of the Merging Corporation will become the assets and liabilities of the Surviving Corporation by operation of law and the separate existence of the Merging Corporation shall cease.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. The Surviving Corporation has an authorized capitalization of 10,000,000 shares of authorized common stock, no par value, of which 1,030,000 shares of common stock are presently issued and outstanding. The Merging Corporation has an authorized capitalization of 300 shares of authorized common stock, no par value, of which 100 shares of common stock are presently issued and outstanding.

2. Surviving Corporation and Merging Corporation shall be merged with and into a single corporation, with Surviving Corporation being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of Merging Corporation shall cease.

3. The Articles of Incorporation for Surviving Corporation shall continue to be the Articles of Incorporation of the surviving corporation until amended as therein provided.

H21000019183

H21000019183

4. The Bylaws of Surviving Corporation shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.

5. From and after the Effective Date, without further action by the shareholders of the Merging Corporation, (a) each issued and outstanding share of common stock of Merging Corporation immediately prior to the Effective Date shall be converted into 14,600 shares of common stock of common stock of the Surviving Corporation; and (b) each outstanding certificate representing shares of common stock of the Merging Corporation shall be deemed for all corporate purposes to evidence fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted. As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Merging Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which the shares of the Merging Corporation shall have been converted pursuant to this Article.

6. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and the filing of the Articles of Merger of Domestic or Domestic and Foreign Corporations with the Secretary of State of the State of New Hampshire and upon a majority vote of the Board of Directors of Surviving Corporation and upon a majority vote of the Board of Directors of Merging Corporation, and approval of the shareholders of Merging Corporation and the shareholders Surviving Corporation to the extent any such amendment adversely affects the shareholders or changes the Article of Incorporation of the Surviving Corporation.

7. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of the Surviving Corporation.

8. Pursuant to the New Hampshire Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of the Merging Corporation.

9. From and after the Effective Date: (a) Surviving Corporation shall possess all the rights privileges, powers and franchises of each of Surviving Corporation and Merging Corporation; (b) all property of each Surviving Corporation and Merging Corporation (real, personal, intangible and mixed) and all debts due to either of Surviving Corporation or Merging Corporation on whatever account and all and every other interest of Surviving Corporation or Merging Corporation shall be vested in Surviving Corporation and shall be thereafter the property of Surviving Corporation; (c) all rights of creditors and all liens upon any property of Surviving Corporation and/or Merging Corporation, including but not limited to the rights and liens of any lender to Merging Corporation shall be preserved unimpaired; (d) all debts liabilities, obligations and duties of each of Surviving Corporation and Merging Corporation, including but not limited to the debts, liabilities, obligations and duties of Merging Corporation to any lender, shall thenceforth attach to Surviving Corporation and may be enforced against Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted

H21000019183

by Surviving Corporation; and (e) all other effects of the merger specified in the Florida Business Corporation Act shall result therefrom.

10. If at any time, Surviving Corporation shall determine or be advised that any further assignments or actions are necessary or desirable to vest in Surviving Corporation, according to the terms thereof, the title to any property or rights of Merging Corporation, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of Surviving Corporation and Merging Corporation shall and will, as necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in Surviving Corporation, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger.

11. The Effective Date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

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H21000019183

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the Effective Date.

SURVIVING CORPORATION:

ADVANCE MANUFACTURING SOFTWARE, INC.,
a Florida corporation

By: Jay Farr
Jay A. Farr, as President

MERGING CORPORATION:

INDUSTRIAL MARINE ELECTRONICS, INC.,
a New Hampshire corporation

By: Jay Farr
Jay A. Farr, as President