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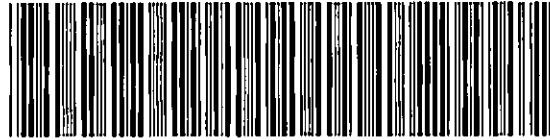
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Merger

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DATE: 8/1/17

NAME: SOCIOCYBERNETICS, INC.

TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

a Hodge

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)
Sociocybemetics, Inc.	Delaware	6498098

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Sociocybemetics, Inc.	Florida	P93000043872

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DEPARTMENT OF STATE

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 July 28, 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 July 28, 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)

PLAN AND AGREEMENT OF MERGER
OF
SOCIOCYBERNETICS, INC. (A FLORIDA CORPORATION)
WITH AND INTO
SOCIOCYBERNETICS, INC. (A DELAWARE CORPORATION)

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 28 day of July, 2017, is entered into by and between SOCIOCYBERNETICS, INC., a Florida corporation ("FL CORPORATION") and SOCIOCYBERNETICS, INC. a Delaware corporation ("DE CORPORATION").

RECITALS

A. The Shareholders of the FL Corporation have determined it to be advisable and in the best interest of the FL Corporation to be converted to a Delaware corporation.

B. The laws of the State of Florida provide for the merger, but not the conversion of a domestic corporation with and into another domestic or foreign corporation; therefore, appropriate and required documentation will be filed with the Florida and Delaware Secretaries of State to effect the conversion of the FL Corporation to a Delaware corporation through the merger of the FL Corporation with and into the DE Corporation.

C. The Shareholders of the FL Corporation and the Shareholders of the DE Corporation are the same individuals, and authorize and approve the merger of both corporations, with the DE Corporation being the surviving corporation (hereinafter sometimes referred to as the ("SURVIVING CORPORATION")).

D. The parties hereto desire to set forth the terms and conditions of the proposed merger.

AGREEMENT

NOW, THEREFORE, for such good and valuable consideration, the receipt and legal sufficiency of which is hereby irrevocably acknowledged, the parties hereby agree as follows:

The undersigned entities adopt the following Agreement for the purpose of merging the FL Corporation with and into the DE Corporation:

1. Merger. Pursuant to the terms and conditions of this Agreement and as of the Effective Date (as defined in Section 2) of the merger, the FL Corporation shall be merged with and into the DE Corporation in the manner and with the effect provided by the provisions of the Florida Business Corporation Act ("FL Act") and the provisions of the Delaware General Corporation Law ("DE Law"). Upon the filing of the merger documents with the Florida and Delaware Secretaries of State, the separate existence of the FL Corporation shall cease effective

as of the Effective Date, and the DE Corporation shall continue its existence under the laws of the State of Delaware.

2. Effective Date. As used in this Agreement, the term "Effective Date" means the date on which the filing of the Articles of Merger shall be effective with the Florida and Delaware Secretaries of State.

3. Cancellation of Shares. On the Effective Date, all of the issued and outstanding shares of the FL Corporation held by the Shareholders shall be cancelled and extinguished. All of the issued and outstanding shares of the DE Corporation shall continue to be issued and outstanding shares of the DE Corporation.

4. Articles of Incorporation and Bylaws. On the Effective Date, the Articles of Incorporation, as may be amended from time to time, and the Bylaws, as may be amended from time to time, of the DE Corporation in effect as of the Effective Date shall remain in full force and effect, until modified in accordance with the provisions of the DE Law.

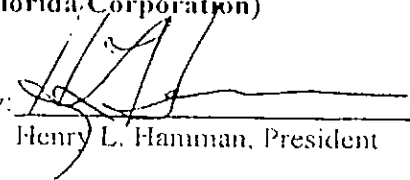
5. Approval and Acknowledgment. The Shareholders and Board of Directors of the FL Corporation and the DE Corporation have approved this Agreement in actions taken by written consent, and authorize and approve the FL Corporation and the DE Corporation to execute, deliver and file the Articles of Merger with the Florida and Delaware Secretaries of State and such other state, city or county institutions as may be necessary to effect and carry out such Merger in accordance with the FL Act and the DE Law.

6. Effect of Merger. On the Effective Date, the separate existence of the FL Corporation shall cease, and the FL Corporation shall be merged with and into the DE Corporation as the surviving corporation, with the effects set forth in the FL Act and the DE Law. The DE Corporation shall then possess all of the rights, privileges, powers, immunities, purposes and franchises, both public and private, of the FL Corporation; title to all real estate and other property owned by the FL Corporation shall be vested in the DE Corporation without reversion and impairment; all liabilities of the FL Corporation shall be assumed by and be the responsibility of the DE Corporation; any legal proceeding pending against either the FL Corporation or the DE Corporation may be continued as if the merger did not occur, or the DE Corporation may be substituted in the proceeding for the FL Corporation; and the rights of creditors and liens upon or security interests in the proceedings for the FL Corporation shall not be impaired by the merger. If at any time after the Effective Date, the parties shall consider or be advised that any further assignment or assurances are necessary or desirable to vest in the DE Corporation the title of any property or rights of the FL Corporation, the Shareholders of the FL Corporation shall have the authority to execute and make all such proper assignments and assurances and to do all things necessary or proper to vest title in such property or rights in the DE Corporation and to otherwise carry out the purposes of this Agreement

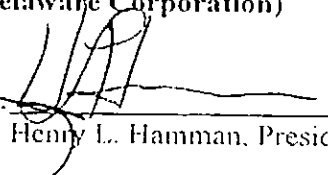
7. Termination. This Agreement may be terminated by the written agreement of the parties hereto at any time prior to the Effective Date; and, in such event, this Agreement shall have no further force or effect, and there shall be no liability on the part of the parties hereto.

IN WITNESS WHEREOF, the undersigned corporations have caused this Plan and Agreement of Merger to be executed by their duly authorized officers effective as of the date first above written.

SOCIOCYBERNETICS, INC.
(Florida Corporation)

By: 
Henry L. Hamman, President

SOCIOCYBERNETICS, INC.
(Delaware Corporation)

By: 
Henry L. Hamman, President