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**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION**

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

FIRST: The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Document #
LIGHTPORT, INC.	Florida	P97000008587

SECOND: The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Document #
LP ACQUISITION CORPORATION	Florida	

THIRD: The Plan of Merger, as contained in the Merger Agreement dated as of May 22, 2013, effecting the merger of the merging corporation with and into the surviving 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 merger was approved by the shareholders of the surviving corporation on May 21, 2013.

SIXTH: The merger was approved by the shareholders of the merging corporation on May 22, 2013.

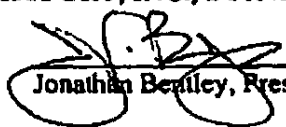
IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer on May 23, 2013.

LP ACQUISITION CORPORATION, a Florida corporation

By: 

Colin Close, President

LIGHTPORT, INC., a Florida corporation

By: 

Jonathan Bentley, President and CEO

EXHIBIT A

PLAN OF MERGER

FIRST: The exact name of the surviving corporation is: LIGHTPORT, INC., a Florida corporation (the "*Company*").

SECOND: The exact name of the merging corporation is: LP ACQUISITION CORPORATION, a Florida corporation ("*Merger Sub*").

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

"Merger Sub will merge with and into the Company in accordance with the Florida Business Corporation Act (the "*Merger*") at the Effective Time. The Company will be the corporation surviving the Merger (the "*Surviving Corporation*"). From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions, disabilities and duties of the Company and Merger Sub, to the fullest extent provided under the Florida Business Corporation Act.

Effect of Merger.

(i) At the Closing, contemporaneous with the initiation of the exchange procedure described in Section 2(e), Merger Sub and the Company will cause the articles of merger (the "*Articles of Merger*") to be executed and filed with the State of Florida.

(ii) The Merger shall become effective at the time (the "*Effective Time*") Merger Sub and the Company file the Articles of Merger with the Secretary of State of the State of Florida. The Merger shall have the effect set forth in the Florida Business Corporation Act. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Merger Sub or the Company to carry out and effectuate the Transaction."

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 Company Shares. At and as of the Effective Time: (i) each share of common stock of the Company (other than any Dissenting Share) shall be converted into the right to receive 0.038546975 shares of Purchaser Common Stock; (ii) each share of Series A Preferred Stock of the Company (other than any Dissenting Share) shall be converted into the right to receive 0.038546975 shares of Purchaser Common Stock; and (iii) each unexpired and unexercised outstanding option to acquire shares of common stock of the Company (collectively, the "*Company Stock Options*") shall be automatically converted into an option to acquire 0.038546975 shares of Purchaser Common Stock with an exercise price equal to the exercise price per share existing immediately before the Effective Time divided by 0.038546975 (and rounded up to the nearest whole cent), and with the same vesting schedule as was applicable to the option

immediately before the Effective Time. No Company Share or Company Stock Option shall be deemed to be outstanding or to have any rights other than those set forth above in this Section 2.4(e) after the Effective Time. As a result of the conversion of Company Shares and Company Stock Options into shares of Purchaser Common Stock set forth in this Section 2.3(e), the former shareholders and optionholders of the Company shall cumulatively own, or possess the ability to acquire via a stock option, 20% of the shares of Purchaser Common Stock on a fully diluted basis. Accordingly, the conversion ratios described in clauses (i) and (ii), above, shall be revised as appropriate in the event of any change in the capitalization of either of the Company or Parent so that, immediately following the Closing, the former shareholders and optionholders cumulatively own, or possess the ability to acquire via a stock option, 20% of the shares of Purchaser Common Stock on a fully diluted basis."

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

"Articles of Incorporation. The Surviving Corporation's Articles of Incorporation shall be amended and restated at and as of the Effective Time to read as did the Merger Sub's Articles of Incorporation immediately prior to the Effective Time (except that the Surviving Corporation's name will remain unchanged).

Bylaws. The Surviving Corporation's Bylaws shall be amended and restated at and as of the Effective Time to read as did the Merger Sub's Bylaws immediately prior to the Effective Time (except that the Surviving Corporation's name will remain unchanged)."

SIXTH: Other provisions relating to the merger are as follows:

"Directors and Officers. The Merger Sub's directors and the Company's officers shall become the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office)."