

P98000033254

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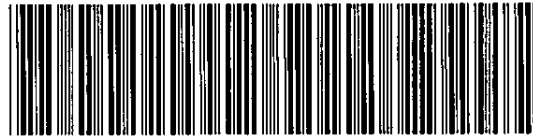
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DATE: 9/20/2013

NAME: MULTIBAND ENGINEERING AND WIRELESS, SOUTHEAST, INC.

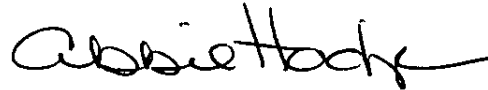
TYPE OF FILING: ARTICLES OF MERGER

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AUTHORIZATION: ABBIE/PAUL HODGE



TO: Amendment Section
Division of Corporations

SUBJECT: Multiband EWS, Inc., a Texas corporation

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

Please return all correspondence concerning this matter to following:

Steven M. Bell

Contact Person

Multiband EWS, Inc.

Firm/Company

5605 Green Circle Drive

Address

Minnetonka, Minnesota 55343

City/State and Zip Code

Steve.Bell@multibandusa.com

Email address (to be used for future annual report notification)

For further information concerning this matter, please call:
Matthew L. Fry at (214) 651-5443

☒ 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

MULTIBAND ENGINEERING AND WIRELESS, SOUTHEAST, INC.,
a Florida profit corporation

WITH AND INTO

MULTIBAND EWS, INC.,
a Texas for-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 name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Multiband EWS, Inc.	Texas	N/A

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Multiband Engineering and Wireless, Southeast, Inc.	Florida	P98000033254

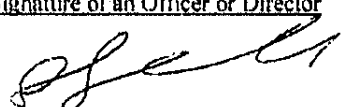
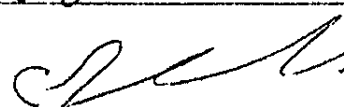
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective at 5:00pm CDT on September 24, 2013.

FIFTH: The Plan of Merger was approved and adopted by the board of directors and sole shareholder of the merging corporation by joint unanimous written consent on September 17, 2013.

SIXTH: The approval of the board of directors and the shareholders of the surviving corporation was not required under the laws of its jurisdiction of formation.

SEVENTH: Signature(s) for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Name of Individual and Title</u>
Multiband Engineering and Wireless, Southeast, Inc.		Steven M. Bell Chief Financial Officer, Secretary and Treasurer
Multiband EWS, Inc.		Steven M. Bell Chief Financial Officer, Secretary and Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF
MULTIBAND ENGINEERING AND WIRELESS, SOUTHEAST, INC.,
a Florida profit corporation
WITH AND INTO
MULTIBAND EWS, INC.,
a Texas for-profit corporation

September 17, 2013

This Plan of Merger (this "*Plan*") is submitted in compliance with Section 607.1104 of the Florida Business Corporation Act (the "*FBCA*"), and in accordance with the laws of any other applicable jurisdiction of incorporation.

- FIRST:** Multiband Engineering and Wireless, Southeast, Inc. ("*Parent*") is a profit corporation duly organized and existing under the laws of the State of Florida.
- SECOND:** Multiband EWS, Inc. ("*Subsidiary*") is a for-profit corporation duly organized and existing under the laws of the State of Texas.
- THIRD:** Parent owns 100% of the outstanding equity interests of Subsidiary.
- FOURTH:** Upon the terms and subject to the conditions set forth in this Plan, and subject to Sections 607.1104 and 607.1107 of the FBCA and Section 10.006 of the Texas Business Organizations Code (the "*TBOC*"), Parent will merge with and into Subsidiary (the "*Merger*").
- FIFTH:** Subsidiary shall file Articles of Merger with the Florida Department of State in accordance with the applicable provisions of the FBCA, Parent shall file a Certificate of Merger with the Secretary of State of the State of Texas in accordance with the applicable provisions of the TBOC and Subsidiary or Parent, as applicable, shall make all other filings or recordings required by Florida or Texas law in connection with the Merger.
- SIXTH:** The Merger shall become effective at 5:00pm CDT on September 24, 2013 (the "*Effective Time*"). At the Effective Time, the separate corporate existence of Parent shall cease and Subsidiary shall continue to exist as the surviving entity (the "*Surviving Corporation*").
- SEVENTH:** As of the Effective Time, all of the equity interests of Subsidiary shall automatically be canceled and shall cease to exist, as well as any rights with respect thereto, without any payment owed with respect thereto.
- EIGHTH:** As of the Effective Time, each holder of shares of common stock, no par value, of Parent issued and outstanding immediately prior to the Effective Time shall be converted into one-fiftieth (1/50) of a fully paid and nonassessable share of common stock, par value \$0.001 per share, of the Surviving Corporation, which shall result in the former sole shareholder of

Parent holding the same pro rata percentage (100%) of Subsidiary as such former sole shareholder of Parent held before the Merger.

NINTH: Shareholders of Subsidiary, who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the FBCA may be entitled, if they comply with the provisions of Chapter 607 of the FBCA regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

TENTH: The certificate of formation of Subsidiary, as in force and effect at the Effective Time, shall continue to be the certificate of formation of the Surviving Corporation. The Bylaws of Subsidiary, as in force and effect at the Effective Time, shall be the Bylaws of the Surviving Corporation. The directors and the officers of Parent shall be the directors and the officers, as the case may be, of the Surviving Corporation after the Merger until the earlier of their resignation or removal or until their respective successors are duly elected and qualified. The directors and the officers of Subsidiary shall cease their respective duties and responsibilities to Subsidiary after the Merger.