

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 12, 2014, for GOVERLAN, INC., the surviving entity not authorized to transact business in Florida, as shown by the records of this office.



CR2EO22 (1-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fifteenth day of December, 2014

Ken Detzner

Ken Detzner
Secretary of State



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 15, 2014

FLORIDA FILING & SEARCH SERVICES, INC.

The Articles of Merger were filed on , for , the surviving entity not authorized to transact business in Florida.

The certification you requested is enclosed.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Cathy A Carrothers
Regulatory Specialist
Division of Corporations

Letter Number: 314A00026392

Account number: FCA000000015

Amount charged: 78.75

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PJ TECHNOLOGIES, INC.", A FLORIDA CORPORATION,
WITH AND INTO "GOVERLAN, INC." UNDER THE NAME OF "GOVERLAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 2014, AT 6:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5627747 8100M

141526429

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1957446

DATE: 12-15-14

ARTICLES OF MERGER
of
PJ TECHNOLOGIES, INC.
(a Florida corporation)
into
GOVERLAN, INC.
(a Delaware corporation)

14 DEC 12 AM 11:09

Pursuant to Sections 607.1108, 607.1107, 607.1105, 607.1104 and other applicable provisions of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I
State of Organization; Merging Entities

The name, entity type and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
PJ Technologies, Inc. ("PJ Technologies")	corporation	Florida
Goverlan, Inc. ("Goverlan")	corporation	Delaware

ARTICLE II
Surviving Entity

Goverlan shall be the surviving entity.

ARTICLE III
Plan of Merger

The Plan of Merger providing for the merger of PJ Technologies and Goverlan is attached hereto as Exhibit "A".

ARTICLE IV
Approval of the Plan of Merger

In accordance with the applicable provisions of the FBCA, the Board of Directors of PJ Technologies adopted and approved the Plan of Merger on December 10, 2014, and the holders of a majority of the outstanding shares of the common stock of PJ Technologies have approved and adopted the Plan of Merger by written consent on December 10, 2014, pursuant to Section 607.0704 of the FBCA.

ARTICLE V
Effective Time

These Articles of Merger shall become effective upon January 1, 2015.

ARTICLE VI
Surviving Entity's Principal Office Address

The principal office address of the surviving entity shall be:

Goverlan, Inc.
2655 South Le Jeune Rd, Suite 1001
Miami, FL 33134-5815

ARTICLE VII
Agent for Service of Process

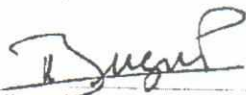
Goverlan, a Delaware corporation, as the surviving entity, hereby:

- (a) appoints the Secretary of State of the Florida Department of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of PJ Technologies.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 10th day of December, 2014.

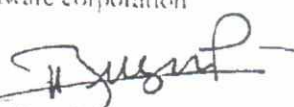
PJ TECHNOLOGIES INC.,
a Florida corporation

By: 

Name: Pascal Bergeot

Title: Chief Executive Officer

GOVERLAN, INC.,
a Delaware corporation

By: 

Name: Pascal Bergeot

Title: Chief Executive Officer

EXHIBIT A
Plan of Merger

[Attached]

PLAN OF MERGER
of
PJ TECHNOLOGIES, INC.,
a Florida corporation
into
GOVERLAN, INC.,
a Delaware corporation

THIS PLAN OF MERGER, dated as of December 10, 2014 (this "Plan of Merger"), is adopted by the undersigned members of the Board of Directors of PJ Technologies, Inc., a Florida corporation ("PJ Technologies"), with reference to the following facts:

A. PJ Technologies is a corporation organized and existing under the laws of the State of Florida, having been incorporated on May 27, 2004 in accordance with the Florida Business Corporation Act (the "FBCA").

B. PJ Technologies owns all of the outstanding capital stock of Goverlan, Inc., a corporation organized and existing under the laws of the State of Delaware ("Goverlan"), having been incorporated on December 9, 2014 in accordance with the Delaware General Corporation Law (the "DGCL").

C. The Board of Directors of PJ Technologies has determined that the reincorporation of PJ Technologies under the laws of the State of Delaware (the "Reincorporation") is in the best interests of PJ Technologies and its shareholders.

D. In order to effect the Reincorporation, the Board of Directors desires to adopt this Plan of Merger in accordance with Section 607.1104 of the FBCA, pursuant to which PJ Technologies will merge into Goverlan, and Goverlan will be the surviving corporation in such merger (the "Merger").

E. The Board of Directors of Goverlan intends that the Merger qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

ARTICLE I
THE PARENT AND SUBSIDIARY CORPORATIONS

1.1 The Parent Corporation. PJ Technologies is the parent corporation in the Merger. PJ Technologies is a corporation duly organized and existing under the laws of the State of Florida. PJ Technologies was incorporated under the laws of the State of Florida on May 27, 2004.

1.2 The Subsidiary Corporation. Goverlan is the subsidiary corporation in the Merger. Goverlan is a corporation duly organized and existing under the laws of the State of

Delaware. Goverlan was incorporated under the laws of the State of Delaware on December 9, 2014. All of the outstanding capital stock of Goverlan is owned by PJ Technologies.

ARTICLE II MERGER

2.1 The Merger. Subject to the terms and conditions set forth in this Plan of Merger and in accordance with Section 607.1104 of the FBCA and Section 253 of the DGCL, at the Effective Time (as defined hereinafter), PJ Technologies shall be merged into Goverlan (the "Merger"), the separate existence of PJ Technologies shall cease and Goverlan shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2.2 Filing and Effectiveness. PJ Technologies shall prepare and file: (a) Articles of Merger, in substantially the form attached hereto as Exhibit A (the "Articles of Merger"), with the Department of State of the State of Florida in accordance with Section 607.1104 of the FBCA; and (b) a Certificate of Ownership and Merger, in substantially the form attached hereto as Exhibit B (the "Certificate of Ownership and Merger"), with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL. The Merger shall become effective on January 1, 2015 (the "Effective Time").

2.3 Effect of the Merger. At the Effective Time, the Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Business Corporation Act.

2.4 Certificate of Incorporation; Bylaws. At the Effective Time, the Certificate of Incorporation and Bylaws of Goverlan as in effect immediately prior to the Effective Time shall become the Certificate of Incorporation and Bylaws of the Surviving Corporation.

2.5 Directors and Officers. The directors of Goverlan immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers of Goverlan immediately prior to the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE III CONVERSION OF SECURITIES AND EXCHANGE OF CERTIFICATES

3.1 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Goverlan, PJ Technologies or the holders of any of the following securities:

(a) Conversion Generally. Each share of common stock of PJ Technologies ("PJ Technologies Common Stock") issued and outstanding immediately prior to the Effective Time (other than any shares of PJ Technologies Common Stock to be cancelled pursuant to Section 3.1(b)) shall be automatically converted, subject to this Section 3.1 and Section 3.2, into the right to receive one hundred eighty thousand (180,000) shares of common stock, par value \$0.0001 per share, of Goverlan ("Goverlan Common Stock"). At the Effective Time, all such

shares of PJ Technologies Common Stock shall no longer be outstanding and shall automatically cease to exist, and each certificate previously representing any such shares shall thereafter represent only the right to receive the appropriate number of shares of Goverlan Common Stock, as set forth in this Section 3.1(a), and subject to the other provisions of this Section 3.1.

(b) Cancellation of Certain Shares

(i) Each share of PJ Technologies Common Stock held, immediately prior to the Effective Time, by PJ Technologies, Goverlan or any of their respective subsidiaries shall be canceled and extinguished without any conversion thereof, and no payment or other consideration shall be made or given with respect thereto.

(ii) Each share of Goverlan Common Stock held, immediately prior to the Effective Time, by PJ Technologies, or any of its respective subsidiaries shall be canceled and extinguished without any conversion thereof, and no payment or other consideration shall be made or given with respect thereto.

3.2 Exchange of Certificates

(a) Exchange Procedures. The holder of each certificate representing shares of PJ Technologies Common Stock (as of immediately prior to the Effective Time) (a "Certificate"), upon the surrender of such Certificate to Goverlan, shall be entitled to receive in exchange for such Certificate a certificate representing the number of shares of Goverlan Common Stock into which the shares of PJ Technologies Common Stock theretofore represented by such Certificate have been converted pursuant to Section 3.1(a), and such Certificate shall forthwith thereafter be cancelled. Each Certificate shall be deemed at all times from and after the Effective Time to represent only the right to receive, upon exchange as contemplated in this Section 3.2, the appropriate number of shares of Goverlan Common Stock into which the shares of PJ Technologies Common Stock formerly represented by such Certificate were converted in the Merger.

(b) Lost Certificates. If any Certificate shall have been lost, stolen or destroyed, person claiming such Certificate to be lost, stolen or destroyed shall be required to make an affidavit of that fact and agree to indemnify Goverlan for any losses and/or expenses that may be incurred as a result of such lost, stolen or destroyed Certificate.

3.3 Share Transfer Books. At the Effective Time, the share transfer books of PJ Technologies shall be closed, and, thereafter, there shall be no further registration of transfers of shares of PJ Technologies Common Stock theretofore outstanding on the records of PJ Technologies. From and after the Effective Time, the holders of certificates representing shares of PJ Technologies Common Stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares, except as otherwise provided herein or by applicable laws.

3.4 Notice to Shareholders of Goverlan. In accordance with Section 607.1104 of the FBCA, shareholders of Goverlan are hereby notified that they may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares of Goverlan Common Stock.

**ARTICLE IV
MISCELLANEOUS**

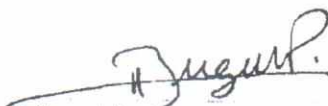
4.1 Termination. This Plan or Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Plan of Merger, by the consent of the Board of Directors of PJ Technologies.

4.2 Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one instrument.

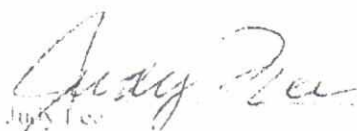
4.3 Governing Law. This Plan of Merger shall be governed by the internal laws of the State of Florida.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned directors of PJ Technologies have executed this Plan of Merger on the respective dates set forth below.


Pascal Benoit

Dec 10, 2014


Andy Lee

Dec 10, 2014

IN WITNESS WHEREOF, the undersigned directors of PJ Technologies have executed this Plan of Merger on the respective dates set forth below.

/s/ Pascal Bergeot
Pascal Bergeot

December 10, 2014

/s/ Judy Lee
Judy Lee

December 10, 2014

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type
See Specific Instructions on page 2.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Goverlan, Inc.	
2 Business name/disregarded entity name, if different from above	
3 Check appropriate box for federal tax classification; check only one of the following seven boxes: ☐ Individual/sole proprietor or single-member LLC ☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. ☐ Other (see instructions) ▶	
4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) Exemption from FATCA reporting code (if any) (Applies to accounts maintained outside the U.S.)	
5 Address (number, street, and apt. or suite no.) 2655 S Le Jeune Road, Suite 1001	Requester's name and address (optional)
6 City, state, and ZIP code Miami, FL 33134	
7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number									
				-				-	
or									
Employer identification number									
4	7		-	2	5	2	6	9	7

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶ <i>Judy Lee</i>	Date ▶ <i>2/3/15</i>
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding?* on page 2.

By signing the filled-out form, you:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued);
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
- Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.