

P09000085955

Florida Department of State
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MERGER OR SHARE EXCHANGE
Harmony Metals, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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January 3, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HARMONY METALS, INC.
6538 COLLINS AVENUE
SUITE 476
MIAMI, FL 33141US

SUBJECT: HARMONY METALS, INC.
REF: P09000085955

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.

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Cheryl Coulliette
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE

BETWEEN

NUVEL INC.
(a Delaware corporation)

AND

HARMONY METALS, INC.
(a Florida corporation)

NuVel Inc., a corporation duly organized and existing under the laws of the State of Delaware ("DelCo"), and Harmony Metals, Inc., a corporation duly organized and existing under the laws of the State of Florida ("FloridaCo"), do hereby certify that:

FIRST: Share Exchange. FloridaCo agrees to acquire all of the issued and outstanding shares in DelCo, and DelCo agrees to have such shares acquired by FloridaCo (the "Share Exchange"), pursuant to the terms and conditions of the plan of share exchange described in Article FIFTH below. As of the Effective Date (as defined in Article SIXTH below), DelCo shall become a wholly-owned subsidiary of FloridaCo.

SECOND: Incorporation. DelCo is a domestic corporation existing pursuant to the provisions of the Delaware General Corporation Law and incorporated on January 20, 2010. FloridaCo is a domestic corporation existing pursuant to the provisions of the Florida Business Corporation Act and incorporated on October 19, 2009.

THIRD: Manner of Adoption and Vote of DelCo. The terms and conditions of the Share Exchange were authorized and approved by DelCo in the manner and by the vote required by its Certificate of Incorporation and the laws of the State of Delaware. The manner of approval was as follows: The Board of Directors of DelCo authorized and approved the Share Exchange by unanimous written consent dated December 28, 2011, signed by all members of the Board of Directors.

FOURTH: Manner of Adoption and Vote of FloridaCo. The terms and conditions of the Share Exchange were authorized and approved by FloridaCo in the manner and by the vote required by its Articles of Incorporation and the laws of the State of Florida. The manner of such approval was as follows: The Board of Directors of FloridaCo authorized and approved the Share Exchange by unanimous written consent dated December 28, 2011, signed by all members of the Board of Directors entitled to vote thereon.

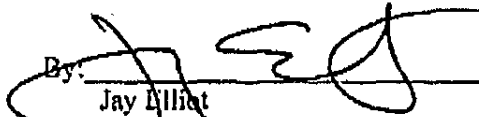
FIFTH: Plan of Share Exchange. The plan of share exchange is as follows:

- (a) The name of the corporation the shares of which are being acquired is DelCo. The name of the corporation which is acquiring DelCo's shares is FloridaCo.
- (b) DelCo shall exchange all of its shares then issued and outstanding in accordance with the provisions of Section 607 of Florida Statutes and Chapter 1 of Delaware General Corporation Law and the terms and conditions set forth in that certain Share Exchange Agreement (the "Share Exchange Agreement") dated December 30, 2011 by and among Sahej Holdings, Inc., a Florida corporation, Olivia G. Ruiz, Seth M. Weinstein (the "Affiliate FloridaCo Holders"), the holders of the DelCo Common Shares, DelCo, FloridaCo, and Law Offices of Michael H. Hoffman, P.A., as escrow agent.
- (c) The manner and basis of exchanging the shares of DelCo to be acquired by FloridaCo is as follows: on the Effective Date, each share of Common Stock, par value \$.001 per share, of DelCo (the "DelCo Common Shares") which is then issued and outstanding shall, upon delivery of a stock certificate evidencing the DelCo Shares, duly endorsed for transfer by the holder thereof, be exchanged for 751 shares of common stock of FloridaCo, as set forth in that certain Share Exchange Agreement; and
- (d) On the Effective Date, FloridaCo's existing shareholders shall own in the aggregate shares of common stock of FloridaCo representing 16.7% of the issued and outstanding shares of common stock of FloridaCo on a fully-diluted basis, including without limitation, any shares issuable to option and warrant holders and holders of convertible debt or other convertible securities of FloridaCo.

SIXTH: Effective Date. The Share Exchange shall become effective on December 30, 2011 (the "Effective Date").

IN WITNESS WHEREOF, each of the undersigned, being the Chief Executive Officer of DelCo, and the President and Chief Executive Officer of FloridaCo, hereby executes these Articles of Share Exchange and verifies, subject to penalties of perjury, that the statements contained herein are true, this 30 day of December, 2011.

NUVEL INC.,
a Delaware corporation

By: 
Jay Elliot
Chief Executive Officer

HARMONY METALS, INC.,
a Florida corporation

By: _____
Olivia G. Ruiz
President and Chief Executive Officer

IN WITNESS WHEREOF, each of the undersigned, being the Chief Executive Officer of DelCo and the President and Chief Executive Officer of FloridaCo, hereby executes these Articles of Share Exchange and verifies, subject to penalties of perjury, that the statements contained herein are true, this 30 day of December, 2011.

NUVEL INC.
a Delaware corporation

By: Jay Elliot
Chief Executive Officer

HARMONY METALS, INC.
a Florida corporation

By: [Signature]
Olivia C. Ruiz
President and Chief Executive Officer