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MERGER OR SHARE EXCHANGE
GENESIS CLINICAL RESEARCH, LLC

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Y. SULKER

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H20000050542 3

ARTICLES OF MERGER

**MERGER OF
INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation
INTO
GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company**

The undersigned entities, in accordance with §607.1105 of the Florida Business Corporation Act and §605.1025 of the Florida Revised Limited Liability Act, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company (herein "GENESIS"), the surviving company, document number: L14000160784 and INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation (herein "INTERNAL MEDICINE"), the merging corporation, document number: 575184 (GENESIS and INTERNAL MEDICINE together herein the "Merging Entities").

ARTICLE II: SURVIVING ENTITY

The entity to survive the merger is GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company which shall continue under the name of GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Organization of GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") of INTERNAL MEDICINE and to the members of GENESIS is attached hereto as Exhibit "A".

ARTICLE V: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by the Board of Directors of INTERNAL MEDICINE on February 9, 2020 and by the members of GENESIS on February 9, 2020.

Shareholder and director approval of INTERNAL MEDICINE was given by unanimous consent of its shareholders and directors. Members approval by the members of GENESIS was given by unanimous consent.

Prepared by:

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FBN: 441538

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H20000050542 3

H20000050542 3

ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued units of GENESIS and the issued shares of INTERNAL MEDICINE will be exchanged, classified or cancelled is as follows:

A. Each share of common stock of INTERNAL MEDICINE outstanding prior to these Articles of Merger becoming effective shall be canceled upon the filing of these Articles of Merger.

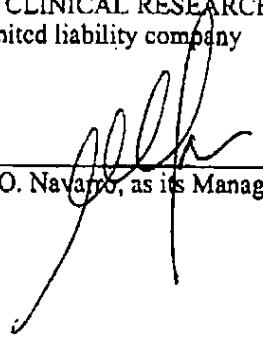
B. Each unit of GENESIS outstanding prior to these Articles of Merger becoming effective shall continue to represent one unit of GENESIS, the Surviving Company.

ARTICLE VII: EFFECTIVE DATE

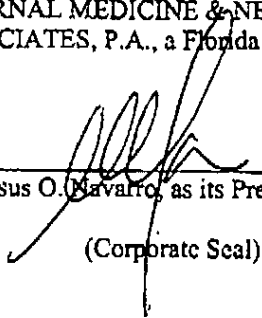
The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 01 day of February, 2020.

GENESIS CLINICAL RESEARCH, LLC, a
Florida limited liability company

By:  (SEAL)
Jesus O. Navarro, as its Manager

INTERNAL MEDICINE & NEPHROLOGY
ASSOCIATES, P.A., a Florida corporation

By:  (SEAL)
Jesus O. Navarro, as its President
(Corporate Seal)

Attachments:
Exhibit "A" - Plan of Merger

H20000050542 3

H20000050542 3

EXHIBIT "A"
PLAN OF MERGER
OF
INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation
INTO
GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act and Florida Revised Limited Liability Company Act.

1. Names of Entities. The names of the entities which are parties to this Plan of Merger are INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation (herein "INTERNAL MEDICINE"), which shall merge into GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company (herein "GENESIS" or the "Surviving Company"). The company to survive the merger is GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company, which shall continue under the name GENESIS CLINICAL RESEARCH, LLC.

2. Terms and Conditions of Merger.

(A) Directors. The directors of INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation shall no longer continue to hold office and the manager(s) of the Surviving Company shall continue as the manager(s) of the Surviving Company.

(B) Members' Meeting. A meeting of the members of the of the Surviving Company shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation, shall resign. The members of the Surviving Company may elect or appoint such additional managers or administrative officers as they may deem necessary, subject to the Operating Agreement of the Surviving Company.

(D) Manager of Surviving Company. Jesus O. Navarro shall continue as the manager of the Surviving Company.

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors, shareholders and members of the constituent entities as may be required by applicable law and the governing documents of the constituent entities and shall be adopted upon receipt of such vote as is required by applicable law and governing documents.

(2) This Plan of Merger shall be deemed effective upon filing.

(F) Effect of Merger.

(1) Surviving Company. The Surviving Company, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of INTERNAL MEDICINE and all property, both real and personal, and all debts and liabilities due such entities on whatever account, as well as all other causes of action and items or rights belonging to such entities which shall be vested in the Surviving Company.

H20000050542 3

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of INTERNAL MEDICINE shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts, liabilities and duties of such entities shall attach to the Surviving Company and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Company, or by its successors or assigns, INTERNAL MEDICINE shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Company may deem necessary and desirable in order to more fully vest in the Surviving Company, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. GENESIS shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Units/Shares. The manner in which the issued units of GENESIS and the issues shares of INTERNAL MEDICINE will be exchanged, classified or cancelled is as follows:

(A) Each share of INTERNAL MEDICINE common stock outstanding prior to the effective date of this Plan of Merger shall be canceled upon the effective date of the merger.

(B) Each unit of GENESIS outstanding prior to this Plan of Merger becoming effective shall continue to be outstanding.

4. Articles of Merger. GENESIS and INTERNAL MEDICINE shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the members of GENESIS CLINICAL RESEARCH, LLC, a Florida limited liability company, on February 9, 2020 and by the board of directors and shareholders of INTERNAL MEDICINE & NEPHROLOGY ASSOCIATES, P.A., a Florida corporation on February 9, 2020

GENESIS CLINICAL RESEARCH, LLC, a
Florida limited liability company

By: [Signature] (SEAL)
Jesus O. Navarro, as its Manager)

INTERNAL MEDICINE & NEPHROLOGY
ASSOCIATES, P.A., a Florida corporation

By: [Signature] (SEAL)
Jesus O. Navarro, as its President
(Corporate Seal)

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