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Florida Department of State

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Division of Corporations
Fax Number : (850) 617-6380

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Account Name : CAPITOL SERVICES, INC.
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EFFECTIVE DATE

12/31/2019

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DEC 23 2019

MERGER OR SHARE EXCHANGE ORTHOSCAN, INC.

I ALBRITTON

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Certificate of Status	0
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PLEASE FILE SECOND - FILE AFTER "ATON US INC MERGING INTO ZIEHM IMAGING INC"*

EFFECTIVE DATE
12/31/2019**ARTICLES OF MERGER
OF****ZIEHM IMAGING, INC.**
(A Florida corporation)**WITH AND INTO****ORTHOSCAN, INC.**
(A Delaware corporation)**FILED**
2019 DEC 20 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

Name	Jurisdiction	Document Number
OrthoScan, Inc.	Delaware	N/A

2. The name and jurisdiction of the merging corporation (the "Target Corporation") is as follows:

Name	Jurisdiction	Document Number
Ziehm Imaging, Inc.	Florida	P10000028477

3. Attached hereto as Exhibit A and made a part hereof is the Plan of Merger.
4. The merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2019.
5. The Plan of Merger was adopted by the board of directors of the Surviving Corporation on December 1, 2019, and shareholder approval was not required.
6. The Plan of Merger was adopted by the shareholders of the Target Corporation on December 1, 2019.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed as of the 1st day of December, 2019.

ZIEHM IMAGING, INC., a Florida corporation

By: 
Name: AARON MENDES
Title: PRESIDENT & CEO

ORTHOSCAN, INC., a Delaware corporation

By: 
Name: FRANK GARCIA
Title: CEO

EXHIBIT A

Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF**

**ZIEHM IMAGING, INC.
(A Florida corporation)**

WITH AND INTO

**ORTHOSCAN, INC.
(A Delaware corporation)**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into by and between ZIEHM IMAGING, INC., a Florida corporation (the "~~Target Corporation~~"), and ORTHOSCAN, INC., a Delaware corporation (the "~~Surviving Corporation~~" and collectively with the Target Corporation, the "~~Constituent Entities~~"), with the Target Corporation merging with and into the Surviving Corporation, such that the separate existence of the Target Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation (the "~~Merger~~").

R E C I T A L S:

WHEREAS, the Boards of Directors of the Constituent Entities each deem it advisable and in the best interests of the Constituent Entities to merge the Constituent Entities.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

**ARTICLE I
MERGER**

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Florida Business Corporation Act ("~~FBCA~~") and the Delaware General Corporation Law ("~~DGCL~~"), the Target Corporation shall be merged with and into the Surviving Corporation. Following the Merger, the Surviving Corporation shall continue as the surviving corporation and shall continue its existence under the laws of the State of Delaware, and the separate existence of the Target Corporation under the laws of the State of Florida shall cease.

1.2 Effective Date and Effective Time. A Certificate of Merger with respect to the Merger shall be executed, delivered and filed with the Secretary of State of the State of Delaware in accordance with the provisions of the DGCL. Articles of Merger with respect to the Merger shall be executed, delivered and filed with the Secretary of State of the State of Florida in accordance with the provisions of the FBCA. The Merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2019 (the date and time the Merger being referenced to herein as the "~~Effective Date~~" and the "~~Effective Time~~" respectively).

1.3 Effect of the Merger. At the Effective Time and without any further action on the part of the Surviving Corporation, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Constituent Entities, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities so merged; and all of the rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of the Constituent Entities on whatever

account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Entities; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Delaware, State of Florida, or otherwise, in either of the Constituent Entities, shall not revert or in any way be impaired by reason of the Merger, provided that all debts, liabilities and duties of the Constituent Entities, and all rights of creditors and all liens upon any property of either of the Constituent Entities shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Certificate of Incorporation and Bylaws of Surviving Corporation. From and after the Effective Time, the Certificate of Incorporation of the Surviving Corporation (the "Certificate"), and the bylaws of the Surviving Corporation in effect immediately prior to the Effective Time, shall be the Certificate and bylaws, respectively, of the Surviving Corporation, unless and until altered, amended or repealed as provided in the Certificate or such bylaws.

1.5 Directors and Officers of Surviving Corporation. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation and will hold such office from the Effective Time until their respective successors are duly elected and qualified in the manner provided in the Certificate and bylaws of the Surviving Corporation, or as otherwise provided by law.

ARTICLE II CONVERSION AND EXCHANGE OF SECURITIES

2.1 Conversion of Interests. At the Effective Time, each then outstanding share of capital stock of the Target Corporation shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

ARTICLE III MISCELLANEOUS

3.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of law rules thereof.

3.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

3.3 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

3.4 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

3.5 Authorization. Boards of Directors and the proper officers of the Constituent Entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate or consummate any of the provisions of this Agreement or of the Merger herein provided for.

3.6 Modification or Amendment. Subject to the applicable provisions of the FBCA and the DGCL, the parties hereto may modify or amend this Agreement by mutual written agreement executed and delivered by duly authorized officers of the respective parties.

3.7 Termination. This Agreement may be terminated and abandoned by the mutual consent of the Boards of Directors of the Constituent Entities at any time before the Effective Date.

3.8 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but together shall constitute the same instrument; and signatures delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, shall be given the same legal force and effect as original signatures.

3.9 Appraisal Rights. If applicable to the Merger, shareholders of the Target Corporation, who 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 the FBCA regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

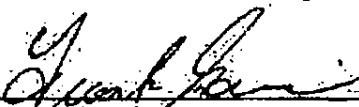
[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be executed as of the 1st day of December, 2019.

ZIEHM IMAGING, INC., a Florida corporation

By: 
Name: NEILSON MENDES
Title: President & CEO

ORTHOSCAN, INC., a Delaware corporation

By: 
Name: FRANK GARCIA
Title: CFO