

Division of Corporations

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P13000002173

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Burton, Meyer & Christy, Inc.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$70.00

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**ARTICLES OF MERGER OF
COGNITIVE KINETICS, INC.
WITH AND INTO
BURTON, MEYER & CHRISTY, INC.**

Pursuant to the provisions of Section 607.1103 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - Name of Surviving Corporation

The name of the surviving corporation is BURTON, MEYER & CHRISTY, INC., a Florida corporation ("Burton, Meyer & Christy"). The Florida document number of Burton, Meyer & Christy is P13000002173.

ARTICLE II - Name of Merging Corporation

The name of the merging corporation is COGNITIVE KINETICS, INC., a Florida corporation ("Cognitive Kinetics"). The Florida document number of Cognitive Kinetics is P13000017679.

ARTICLE III - Plan of Merger

The Plan of Merger of Cognitive Kinetics, Florida document number P13000017679, with and into Burton, Meyer & Christy, Florida document number P13000002173, with Burton, Meyer & Christy being the surviving corporation, is set forth below:

1. Cognitive Kinetics shall merge with and into Burton, Meyer & Christy, with Burton, Meyer & Christy as the surviving corporation.
2. Upon the consummation of the merger of Cognitive Kinetics with and into Burton, Meyer & Christy, the separate existence of Cognitive Kinetics shall cease. Burton, Meyer & Christy, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Burton, Meyer & Christy shall not be affected by the merger and upon the merger, Burton, Meyer & Christy, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Cognitive Kinetics, prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Cognitive Kinetics, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Cognitive Kinetics, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Cognitive Kinetics, shall henceforth attach to Burton, Meyer & Christy and may be enforced against Burton, Meyer & Christy to the same extent as if such obligations and duties had been incurred by Burton, Meyer & Christy. Additionally, any existing claim or action or proceeding pending by or against Cognitive Kinetics or Burton, Meyer & Christy may be continued as if the merger did not occur or Burton, Meyer & Christy may be substituted in such proceedings for Cognitive Kinetics.

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3. The manner and basis of converting the shares, options and warrants of Cognitive Kinetics into ownership of Burton, Meyer & Christy are as follows:

a. At the effective date of the merger, all shares of stock of Cognitive Kinetics issued and outstanding immediately prior to the merger shall be cancelled and shall become null and void.

b. At the effective date of the merger, each share of common stock of Burton, Meyer & Christy, issued and outstanding shall remain issued and outstanding.

4. The officers and directors of the surviving corporation, Burton, Meyer & Christy, immediately prior to the merger shall be and remain the officers and directors of Burton, Meyer & Christy, after the merger.

ARTICLE IV - Effective Date

The merger shall become effective upon the filing of these Articles of Merger with the Florida Division of Corporations.

ARTICLE V - Adoption of Plan of Merger by Surviving Corporation

The Plan of Merger was approved by the shareholders of the surviving corporation, Burton, Meyer & Christy, on December 10, 2014 in accordance with Section 607.0704, Florida Statutes.

ARTICLE V - Adoption of Plan of Merger by Merging Corporation

The Plan of Merger was approved by the shareholders of the merging corporation, Cognitive Kinetics, on December 10, 2014 in accordance with Section 607.0704, Florida Statutes.

DATED December 10, 2014.

COGNITIVE KINETICS, INC.

By: 
William J. Christy, President

BURTON, MEYER & CHRISTY, INC.

By: 
William J. Christy, President

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