

12/12/2013

Division of Corporations

(FAX)

P.001/006

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC 12 AM 9:35**ARTICLES OF MERGER**

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Medivest, Inc. 27 Knightswood Road Toronto, Ontario M4N 2H2	Florida	Corporation

Florida Document/Registration Number: 599901

SECOND: THE MERGING PARTY

The exact name, jurisdiction, and entity type of the merging corporation (the "Merging Corporation") is as follows. The street address of the principal office of the Merging Corporations is One SE Third Avenue, Suite 2800, Miami, Florida 33131.

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Blount I, Inc. Florida Document Registration number: M06684	Florida	Corporation

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 13, 2013. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

FIFTH: In accordance with applicable Florida law, the Plan of Merger was approved and adopted by the board of directors and the shareholders of the Merging Corporation on December 12, 2013.

SIXTH: In accordance with applicable Florida law, the Plan of Merger was approved and adopted by the board of directors and the shareholders of the Surviving Corporation on December 12, 2013.

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed these Articles of Merger as of the date first written above.

SURVIVING CORPORATION:

MEDIVEST, INC., a Florida corporation


THOMAS H. BRENT, President

MERGING CORPORATION:

BLOUNT I, INC., a Florida Corporation


THOMAS H. BRENT, President

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PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 12th day of December, 2013, by the parties hereto. It relates to the proposed merger (the "Merger") of the Merging Corporation (defined below), with and into the Surviving Corporation (defined below).

FIRST: The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Medivest, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Blount I, Inc.	Florida

THIRD: THE MERGER

1. **Merger.** Upon the filing of Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective on December 13, 2013 (the "Effective Time"). At the Effective Time of the Merger, the corporate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act ("FBCA"). Following the Effective Time of the Merger: (i) the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation, (iii) all and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent of the Merging Corporation, and (iv) all debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation and such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. **Articles of Incorporation.** After the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. **Bylaws.** At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

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4. Directors. At the Effective Time, the directors of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain the directors of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

5. Officers. At the Effective Time, the officers of the Surviving Corporation shall remain as the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

6. Capital Stock.

(i) At the Effective Time:

(a) each outstanding share of the common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time, shall automatically be cancelled, retired and cease to exist, and no payment or distribution shall be made with respect thereto; and

(b) each outstanding share of the common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, shall remain issued and outstanding from and after the Effective Time.

FOURTH: APPROVAL

The Merger contemplated by this Plan has been adopted and approved by the Board of Directors and the Shareholders of the Merging Corporation and by the Board of Directors and the Shareholders of the Surviving Corporation, by written consent dated December 12, 2013.

FIFTH: GOVERNING LAW

This Plan shall be construed in accordance with Florida law.

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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

SURVIVING CORPORATION:

MEDIVEST, INC., a Florida Corporation


THOMAS H. BRENT, President

MERGING CORPORATION:

BLOUNT I, INC., a Florida Corporation


THOMAS H. BRENT, President

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