

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
STEM CELL ASSURANCE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$43.75

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Corporate Filing Menu

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ADR
8/22/11

H110002079113

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000001090

(Document number of corporation (if known))

1. Stem Cell Assurance, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Nevada 3. March 3, 2010
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 15, 2011
5. BioRestorative Therapies, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Mark Weinreb
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark Weinreb
(Typed or printed name of person signing)

Chief Executive Officer
(Title of person signing)

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STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

August 9, 2011

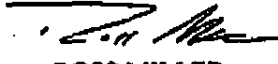
Job Number: C20110809-1881
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20110587912-06	Merge In	6 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Robert Sandberg
Certificate Number: C20110809-1881
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

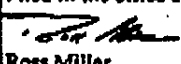
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ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4070
(775) 834-8708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Filed in the office of 	Document Number 20110587912-06
Ross Miller Secretary of State State of Nevada	Filing Date and Time 08/09/2011 1:00 PM
	Entity Number C12576-1997

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

BioRestorative Therapies, Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Stem Cell Assurance, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised 10-22-10

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ROSS MILLER
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204 North Carson Street, Suite 1
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Articles of Merger
(PURSUANT TO NRS 92A.200)
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- 3) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: _____

city _____

- 3) Choose one:

- ☐ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☒ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.190).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- ☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

BioRestorative Therapies, Inc.

Name of merging entity, if applicable _____

Name of merging entity, if applicable _____

Name of merging entity, if applicable _____

Name of merging entity, if applicable _____

and, or:

Stem Cell Assistance, Inc.

Name of surviving entity, if applicable _____

This form must be accompanied by appropriate fees.

Nevada Secretary of State N/A Merger Page 2
Revised: 10-22-10

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ROSS KOLLER
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Articles of Merger
(PURSUANT TO NRS 92A.200)
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(b) The plan was approved by the required consent of the owners of ":

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State SSA Merger Page 3
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.100):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised 10-25-10

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Articles of Merger
(PURSUANT TO NRS 92A.200)
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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)**

Article I

The name of the corporation is BioRestorative Therapies, Inc. (the "Corporation").

6) Location of Plan of Merger (check a or b):

☐ (a) The entire plan of merger is attached;

or,

☒ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: August 15, 2011

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please attach them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 80% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State (SA Merger) Page 5
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ROSS MILLER
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Articles of Merger
(PURSUANT TO NRS 92A.200)
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6) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited liability limited partnership; A manager of each Nevada limited liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

BioRestorative Therapies, Inc.
Name of merging entity

X [Signature]
Signature Mark Weinreb

President
Title

7/20/11
Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

and,

Stem Cell Assurances, Inc.
Name of surviving entity

X [Signature]
Signature Mark Weinreb

Chief Executive Officer
Title

7/20/11
Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
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