

F12000001232

(Requestor's Name)

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(City/State/Zip/Phone #)

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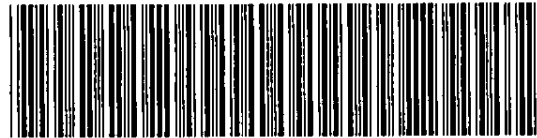
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 SEP 28 PM 2:05
28 SEP 28 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

XUJWET 1
2002 8 2 355



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 363025 4306601

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : September 28, 2012

ORDER TIME : 11:53 AM

ORDER NO. : 363025-020

CUSTOMER NO: 4306601

ARTICLES OF MERGER

REALEAR, INC.

INTO

CONNECT HEARING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Connect Hearing, Inc.</u>	<u>Delaware</u>	F12000001232

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Realear, Inc.	Florida	P07000021391

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10 / 01 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 27, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 12, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
12 SEP 28 PM 4:05
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA
SEP 27 2012

Typed or Printed Name of Individual & Title

Marcello Celentano, CEO & President

Marcello Celentano, President

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "**Agreement**"), dated as of September 27 2012, is made by and between Connect Hearing, Inc., a Delaware corporation (the "**Corporation**") and Realear, Inc., a Florida corporation ("**Realear**").

WHEREAS, the Corporation and Realear (collectively, the "**Constituent Corporations**") deem it advisable and in the best interests of their respective stockholders that Realear merge with and into the Corporation pursuant to the terms and conditions of this Agreement and in accordance with the Delaware General Corporation Law, as amended (the "**DGCL**") and the Florida Business Corporation Act, as amended (the "**FBCA**"); and

WHEREAS, the Board of Directors and Stockholders of the Constituent Corporations approve and authorize the merger of Realear with and into the Corporation.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Article 1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, the DGCL and the FBCA, from and after the Effective Time (defined below): (a) Realear shall be merged with and into the Corporation as a single corporation and the Corporation shall assume all obligations of Realear; (b) the Corporation shall continue as the surviving corporation in the Merger (the "**Surviving Corporation**"); (c) the separate existence of Realear shall cease; and (d) the existence of the Surviving Corporation shall continue unaffected and unimpaired, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a corporation organized under the DGCL (the "**Merger**"). The Merger shall have the effects set forth in this Agreement and in Section 259 of the DGCL and Section 607.1106 of the FBCA.

Article 2. Effect of the Merger.

2.1 The Effective Time. The Merger shall become effective on October 1, 2012 at 9:00 a.m. (EST) pursuant to a Certificate of Merger being filed with the Delaware Secretary of State and Articles of Merger being filed with the Florida Secretary of State (the "**Effective Time**").

2.2 Effect of the Merger. At the Effective Time, all the property, rights, privileges, powers and franchises of Realear shall vest in the Surviving Corporation and all debts, liabilities, obligations, restrictions, disabilities and duties of Realear shall become debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

Article 3. Capital Stock. At the Effective Time, by virtue of the Merger, (a) each issued and outstanding share of common stock of Realear, \$1.00 par value per share, that is

owned immediately prior to the Effective Time shall automatically be cancelled and retired and shall cease to exist, and no cash, stock or other consideration shall be delivered or deliverable in exchange therefore; and (b) each issued and outstanding share of common stock of the Corporation, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time shall remain outstanding, and shall represent one (1) share of validly issued, fully paid and non-assessable share of common stock of the Surviving Corporation, par value \$0.01 per share.

Article 4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of the Corporation existing immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation immediately following the Effective Time until the same shall be amended in the manner provided in the DGCL. The Bylaws of the Corporation existing immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation immediately following the Effective Time until the same shall be amended in the manner provided therein and in the DGCL.

Article 5. Directors and Officers. The directors and officers of Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation immediately following the Effective Time until their respective successors are elected or appointed and qualified in the manner provided in the DGCL and the Bylaws.

Article 6. Amendment and Termination. At any time prior to the Effective Time, this Agreement may be amended in accordance with the DGCL and the FBCA. At any time prior to the Effective Time and the filing of the Certificate of Merger with the Delaware Secretary of State and Articles of Merger with the Florida Secretary of State, this Agreement may be terminated and the Merger abandoned in accordance with the DGCL and the FBCA.

Article 7. Further Assurances. If at any time or from time to time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation, or perfect its title to, any property or rights of Realear, the officers of Realear shall execute, make, and deliver, without further consideration, all such proper assignments and assurances in law, and do all other things necessary or desirable, to vest or perfect title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

Article 8. Dissenter and Appraisal Rights. Any shareholder of the Corporation or Realear who, would be entitled to vote and who dissent from the merger, may be entitled, if they comply with the respective provisions the DGCL and the FBCA regarding appraisal rights, to be paid the fair value of their shares.

Article 9. Miscellaneous.

9.1 Governing Law. This Agreement shall be governed by, and construed in accordance with, the substantive laws of the State of Delaware, without regard to the conflicts

of law principles thereof.

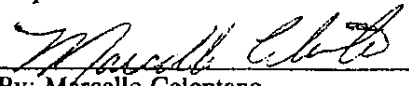
9.2 Entire Agreement. This Agreement and each other document executed by the parties pursuant to this Agreement or referenced herein constitute a complete and exclusive statement of the entire understanding and agreement of the parties with respect to the respective subject matter hereof, and supersedes all other prior agreements and understandings, written or oral, relating to such subject matter between the parties.

9.3 References and Headings. References in this Agreement to sections are to sections of this Agreement. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

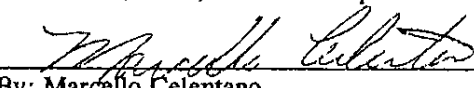
9.4 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered as of the day and year first above written.

CONNECT HEARING, INC., a Delaware
corporation


By: Marcello Celentano
Its: CEO & President

REALEAR, INC., a Florida corporation


By: Marcello Celentano
Its: President