

F13000000938

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

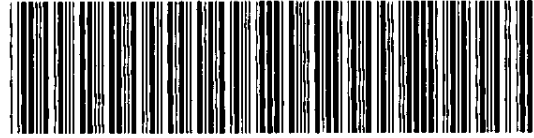
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900244975489

RECEIVED
13 FEB 28 AM 10:45
FEB 28 2013

RECEIVED
13 FEB 28 AM 10:54
FEB 28 2013

menger/CC
@ 3/1/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 551070 7424465

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 28, 2013

ORDER TIME : 9:56 AM

ORDER NO. : 551070-010

CUSTOMER NO: 7424465

** pls file 2nd **

ARTICLES OF MERGER

LABORATORY DATA SYSTEMS, INC.

INTO

ALERE INFORMATICS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

(10)

FILED
SECRETARY OF STATE
13 FEB 28 AM 10:54

ARTICLES OF MERGER

of

LABORATORY DATA SYSTEMS, INC.
(a Florida corporation)
Florida Document # P03000129101

with and into

ALERE INFORMATICS, INC
(a Virginia corporation), being the surviving entity

February 28, 2013

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

FIRST: The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Alere Informatics, Inc.	Virginia

SECOND: The name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Laboratory Data Systems, Inc	Florida

THIRD: The Plan of Merger is attached

FOURTH: The merger shall become effective at 11:59 p.m. on February 28, 2013.

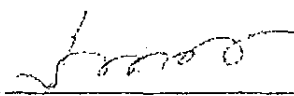
FIFTH: Adoption of Merger by the surviving corporation – The Plan of Merger was adopted by the shareholders of the surviving corporation on February 27, 2013.

SIXTH: Adoption of the Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation on February 27, 2013.

* * *

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer as of the date first written above.

ALERE INFORMATICS, INC.,
a Virginia corporation

By: 
Name: Jay McNamara
Title: Assistant Secretary

LABORATORY DATA SYSTEMS, INC.,
a Florida corporation

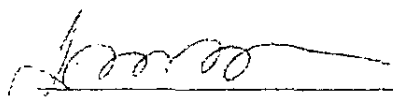
By: 
Name: Jay McNamara
Title: Assistant Secretary

Exhibit A
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

of

LABORATORY DATA SYSTEMS INC.

and

ALERE INFORMATICS, INC

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of February 27, 2013, is made by and between Laboratory Data Systems, Inc., a Florida corporation (the "Merged Entity"), and Alere Informatics, Inc, a Virginia corporation ("Alere Informatics" and, together with the Merged Entity, the "Constituent Entities").

WHEREAS, the Constituent Entities have agreed to the merger of the Merged Entity with and into Alere Informatics (the "Merger");

WHEREAS, the Board of Directors and the sole stockholder of the Merged Entity and the Board of Directors and sole stockholder of Alere Informatics have each approved the Merger; and

WHEREAS, the Constituent Entities have agreed to execute this Agreement of Merger;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Constituent Entities hereby agree as follows:

1. The Merger. Effective as of 11:59 p.m. EST on February 28, 2013 and upon filing of Articles of Merger with the Division of Corporations of the Florida Department of State, as required under Section 607.1105 of the Florida statutes and with the State Corporation Commission of the Commonwealth of Virginia, as required under Section 13.1-720 of the Code of Virginia, the Merged Entity shall be merged with and into Alere Informatics, the separate existence of the Merged Entity shall cease, and Alere Informatics shall continue as the surviving entity (the "Surviving Entity").

2. Effect of the Merger. When the Merger has been effected, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all the rights, privileges, powers and franchises of each of the Constituent Entities and all property, real, personal and mixed, including, without limitation, all tax attributes of the Constituent Entities, and all debts due to either of the Constituent Entities on whatever account, as well as stock subscriptions and all other things in action or belonging to each of such entities shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Constituent Entities, and the title to any real estate vested by deed or otherwise, in any of such Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Entities shall be preserved unimpaired, and all debts,

liabilities and duties of the respective Constituent Entities shall thereafter attach to the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing appropriate Articles of Merger with the Division of Corporations of the Florida Department of State and the State Corporation Commission of the Commonwealth of Virginia, as further described in Article 1 of the Agreement of Merger.

4. Certificate of Incorporation, Bylaws, Directors and Officers. The Certificate of Incorporation and Bylaws of the Surviving Entity shall be identical with the Certificate of Incorporation and Bylaws of Alere Informatics as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Code of Virginia. The members of the Board of Directors and officers of Alere Informatics immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Entity immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Entity, or until their respective successors are elected and qualified.

5. Treatment of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities or the holders of any of the shares of capital stock of the Constituent Entities:

(a) Each share of each class or series of capital stock of the Merged Entity issued and outstanding immediately prior to the Effective Time will be canceled and no consideration shall be issued in respect thereof.

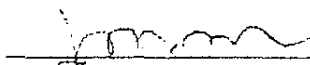
(b) Each share of each class or series of capital stock, or any right to acquire any share of capital stock, of Alere Informatics issued and outstanding, or held in treasury, immediately prior to the Effective Time will remain an identical issued and outstanding, or treasury, share of Alere Informatics, unaffected by the Merger.

6. Taking of Necessary Action. Each of the Constituent Entities shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement of Merger and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Entities, the officers and directors of the Surviving Entity are fully authorized in the name any of the Constituent Entities to take all such lawful and necessary actions.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement and Plan of Merger to be executed as of the date first above written.

LABORATORY DATA SYSTEMS, INC.,
a Florida corporation

By: 
Name: Jay McNamara
Title: Assistant Secretary

ALERE INFORMATICS, INC.,
a Virginia corporation

By: 
Name: Jay McNamara
Title: Assistant Secretary