

F13000003761

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

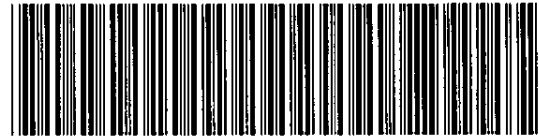
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
14 APR 29 AM 11:00
DIVISION OF CORPORATIONS

C. LEWIS

APR 30 2014

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 110668 4803460
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : April 28, 2014
ORDER TIME : 8:50 AM
ORDER NO. : 110668-005
CUSTOMER NO: 4803460

ARTICLES OF MERGER

TRILOGY AUDIOMETRICS, INC.

INTO

E3 DIAGNOSTICS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>E3 DIAGNOSTICS, INC.</u> | <u>Illinois</u> | <u>F13000003761</u> |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------------------|---------------------|--|
| <u>TRILOGY AUDIOMETRICS, INC.</u> | <u>Florida</u> | <u>P05000062086</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

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 / / (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 .

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 29, 2014 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 April 29, 2014.

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)

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TALLAHASSEE, FLORIDA


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director


Typed or Printed Name of Individual & Title

E3 Diagnostics, Inc.



Thomas Larsen, President

Trilogy Audiometrics, Inc.



Thomas Larsen, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
TRILOGY AUDIOMETRICS, INC.,**
a Florida corporation,
**WITH AND INTO
E3 DIAGNOSTICS, INC.,**
an Illinois corporation

Dated as of April 29, 2014

This **PLAN OF MERGER** (the "Plan") is made and entered into as of the date set forth above, by and between **TRILOGY AUDIOMETRICS, INC.**, a corporation organized and existing under the laws of the State of Florida ("Trilogy Audiometrics"), and **E3 DIAGNOSTICS, INC.**, a corporation organized and existing under the laws of the State of Illinois ("E3 Diagnostics").

WITNESSETH

WHEREAS, the board of directors of E3 Diagnostics deems it advisable, upon the terms and subject to the conditions stated herein, that Trilogy Audiometrics be merged with and into E3 Diagnostics under the terms and conditions hereinafter set forth, and that E3 Diagnostics be the surviving corporation in the merger under the name "E3 Diagnostics, Inc." (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth in this Agreement, E3 Diagnostics and Trilogy Audiometrics hereby agree as follows:

ARTICLE I
MERGER

Section 1.1 At the Effective Time (as defined below), Trilogy Audiometrics shall be merged with and into E3 Diagnostics in accordance with the Illinois Business Corporation Act of 1983 ("IBCA") and the Florida Business Corporation Act ("FBCA"), whereupon the separate existence of Trilogy Audiometrics shall cease. E3 Diagnostics shall be the surviving entity of the Merger (the "Surviving Corporation") under the name "E3 Diagnostics, Inc." and shall continue to be governed by the laws of the State of Illinois. The Merger shall have the effects specified in the IBCA and the FBCA, and the Surviving Corporation shall succeed without other transfer, to all of the rights, obligations, property, assets and liabilities of Trilogy Audiometrics. E3 Diagnostics will prepare and execute articles of merger (the "Illinois Articles") and deliver them to the office of the Secretary of State of the State of Illinois for filing in accordance with the IBCA. E3 Diagnostics will prepare and execute articles of merger (the "Florida Articles") and deliver them to the office of the Secretary of State of the State of Florida for filing in accordance with the FBCA. The Merger shall be effective on April 29, 2014 (the "Effective Time").

Section 1.2 The Articles of Incorporation of E3 Diagnostics in effect at the Effective Time shall, from and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation until such time as it is amended as therein provided or in accordance with applicable law.

Section 1.3 The By-laws of E3 Diagnostics in effect at the Effective Time shall, from and after the Effective Time, be the By-laws of the Surviving Corporation until such time as they are altered, amended or repealed as therein provided or in accordance with applicable law.

Section 1.4 The officers and directors of E3 Diagnostics immediately prior to the Effective Time shall, from and after the Effective Time, continue to serve as the officers and directors of the Surviving Corporation without change, until their successors have been duly elected or appointed and qualified in accordance with the applicable law.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

Section 2.1 Prior to the Effective Time, Trilogy Audiometrics and E3 Diagnostics shall take all such actions as shall be necessary or appropriate in order to effect the Merger. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable in order to vest in or confirm to the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of Trilogy Audiometrics, then the board of directors of Trilogy Audiometrics shall promptly execute and deliver to the Surviving Corporation all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, and franchises and otherwise to carry out the purposes of this Plan.

ARTICLE III

EFFECT OF MERGER ON CAPITAL STOCK

Section 3.1 E3 Diagnostics owns all of the issued and outstanding shares of capital stock of Trilogy Audiometrics (the "Trilogy Audiometrics Shares"). At the Effective Time, without any further action on the part of anyone, the Trilogy Audiometrics Shares shall be cancelled and shall cease to exist.

ARTICLE IV

MISCELLANEOUS

Section 4.1 Notwithstanding anything herein to the contrary, the board of directors of E3 Diagnostics may, at any time prior to the filing of the articles of merger, by resolution duly adopted, abandon the Merger if it shall deem such action necessary, desirable and in the best interests of E3 Diagnostics. In the event of such determination and the abandonment of this Plan pursuant to the provisions of this Section 4.1, this Plan shall become null and void and shall have

no further effect. Such termination shall not give rise to any liability on the part of either E3 Diagnostics or Trilogy Audiometrics or their respective directors, officers or stockholders.

Section 4.2 This Plan constitutes the entire agreement between the parties with respect to the matters covered hereby and supersedes all previous written, oral or implied understandings between them with respect to such matters.

[Signature page follows]

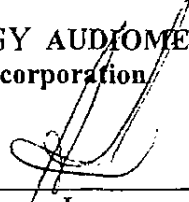
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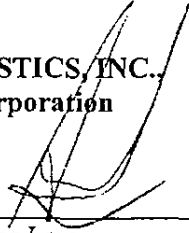
IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed
as of the date first above written.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRILOGY AUDIOMETRICS, INC.,
a Florida corporation

By: 
Name: Thomas Larsen
Title: President

E3 DIAGNOSTICS, INC.,
an Illinois corporation

By: 
Name: Thomas Larsen
Title: President