

**Florida Department of State
Division of Corporations
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*Please file
Merger
and
Qualification
Simultaneously

Thank
You!*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please**

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**MERGER OR SHARE EXCHANGE
CAREPREDICT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

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2015 MAR -2 AM 11:19
TALLAHASSEE, FLORIDA

*AJR
3/3/15*

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11:18

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CarePredict, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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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)
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CarePredict, Inc.

Delaware

Second: The name and jurisdiction of each merging corporation:

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

Florida

P13000028213

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 February 24, 2015.

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 February 24, 2015.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

CarePredict, Inc.
a Delaware corporation



Satish Movva, President

CarePredict, Inc.
a Florida corporation



Satish Movva, CEO

AGREEMENT AND PLAN OF MERGER

OF

CAREPREDICT, INC.
(a Florida corporation)

WITH AND INTO

CAREPREDICT, INC.
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is dated as of February 24, 2015 by and among CarePredict, Inc., a Florida corporation, and CarePredict, Inc., a Delaware corporation.

A. The name of the Merging Corporation is CarePredict, Inc., a Florida corporation (the "Merging Corporation").

B. The name of the Surviving Corporation is CarePredict, Inc., a Delaware corporation (the "Surviving Corporation").

C. The manner and basis of converting the stock or other securities or obligations of the Merging Corporation and the stock or other securities or obligations of the Surviving Corporation, or the cash or other consideration to be paid or delivered upon surrender of the stock or other securities or obligations of the Merging Corporation is as follows:

1. On the Effective Date (as defined below), each share of common stock of the Merging Corporation that is issued and outstanding immediately prior to the Effective Date, shall be converted into 5.7298135 issued and outstanding shares of common stock, \$0.00001 par value per share, of the Surviving Corporation ("Common Stock"), and from and after the effective time of the merger, the holders of all said issued and outstanding shares of common stock of the Merging Corporation shall automatically be and become holders of shares of the Surviving Corporation upon the basis above specified.

2. On the Effective Date, each option to purchase common stock of the Merging Corporation shall be converted into one option to purchase common stock of the Surviving Corporation (the "Options"), upon the same terms and conditions as the Merging Corporation option.

3. On the Effective Date, each share of common stock and each option to purchase common stock, respectively, that is issued and outstanding immediately prior to the Effective Date of the Surviving Corporation shall be canceled, null and void.

D. Other provisions with regard to the merger are as follows:

1. A Certificate of Merger (the "Delaware Certificate of Merger") to be filed with the Secretary of State of the State of Delaware in accordance with the General Corporation Law of the State of Delaware and Articles of Merger (the "Florida Articles of Merger") to be filed with the Florida Secretary of State in accordance with the Florida Business Corporation Act shall be delivered to the appropriate state officials for filing. The merger shall become effective upon the filing of the Delaware Certificate of Merger and the Florida Articles of Merger (the "Effective Date").

2. On the Effective Date, the Certificate of Incorporation of the Surviving Corporation, as it shall exist on such date, shall be and remain the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided by law.

3. On the Effective Date, the bylaws of the Surviving Corporation as they exist on such date shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided and in accordance with applicable law.

4. On the Effective Date, the current Board of Directors of the Surviving Corporation and be and remain the Board of Directors of the Surviving Corporation and shall hold office until their successors shall be elected and qualified, and shall consist of :

Satish Movva
with three (3) vacancies existing

5. On the Effective Date, the current officers of the Surviving Corporation shall be and remain the officers of the Surviving Corporation and shall hold office until the earlier of death, resignation or removal or until their respective successors shall be elected and qualified, and said officers shall be the following:

<u>Office</u>	<u>Name</u>
Chief Executive Officer	Satish Movva
President	Satish Movva
Chief Science Officer	Krishnatej Vedala
Treasurer	Satish Movva
Secretary	Satish Movva

6. On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Merging Corporation and the Surviving Corporation, and all property, real, personal and mixed, all debts due on whatever account, and all other choses in action, and all and

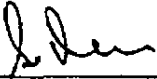
every other interest of or belonging to or due to the Merging Corporation or the Surviving Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either the Merging Corporation or the Surviving Corporation shall not revert or be in any way impaired by the merger. Such transfer to and vesting in the Surviving Corporation shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required by express provision in a contract, agreement, decree, order or other instrument to which the Merging Corporation or the Surviving Corporation is a party or by which it is bound.

7. If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any instruments or further assurances are necessary or desirable in order to evidence the vesting in the Surviving Corporation of the title of the Merging Corporation to any of its properties or rights, privileges, powers, franchises or immunities, then the last acting officers of the Merging Corporation or the corresponding officers of the Surviving Corporation are hereby authorized to execute and acknowledge all such instruments of further assurance and to do such other acts or things in the name of the Merging Corporation as may be requisite or desirable to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth in the first paragraph hereof.

Surviving Corporation:

CAREPREDICT, INC.
(a Delaware corporation)

By: 
Name: Satish Movva
Title: President and
Chief Executive Officer

Merging Corporation:

CAREPREDICT, INC.
(a Florida corporation)

By: 
Name: Satish Movva
Title: Chief Executive Officer