

# G67150

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

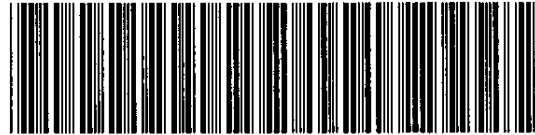
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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APPROPRIATE DATE

10-31-13

*Merger*

RECEIVED  
2013 DEC 27 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

*DOJR*  
*12/30/13*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 941978 5124164

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 2013

ORDER TIME : 10:0 AM

ORDER NO. : 941978-005

CUSTOMER NO: 5124164

ARTICLES OF MERGER

CONAX FLORIDA CORPORATION

INTO

CARLETON LIFE SUPPORT SYSTEMS  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE  
12-31-13

ARTICLES OF MERGER  
OF  
CONAX FLORIDA CORPORATION  
INTO  
CARLETON LIFE SUPPORT SYSTEMS INC.

FILED

2013 DEC 27 AM 11:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant Section 607.1105 of the Florida Business Corporation Act, the undersigned constituent corporations execute the following Articles of Merger:

FIRST: The name and state of incorporation for each of the constituent corporations are: CARLETON LIFE SUPPORT SYSTEMS INC., a Delaware corporation, and CONAX FLORIDA CORPORATION, a Florida corporation.

SECOND: The name of the surviving corporation is CARLETON LIFE SUPPORT SYSTEMS INC., a Delaware corporation.

THIRD: The plan of merger is attached hereto (the "Plan").

FOURTH: The effective date of merger to be effected pursuant to these Articles of Merger shall be the 31st day of December 2013.

FIFTH: The Plan was adopted by the sole shareholder of Conax Florida Corporation, the merging corporation, on the 19th day of December 2013.

SIXTH: The Plan was adopted by the sole stockholder of Carleton Life Support Systems Inc., the surviving corporation, on the 19th day of December 2013.

IN WITNESS WHEREOF, the constituent corporations have caused these articles to be signed by an authorized officer as of the 19th day of December 2013.

**CONAX FLORIDA CORPORATION**

By: 

Name: Kelly Coffield

Title: President

**CARLETON LIFE SUPPORT  
SYSTEMS INC.**

By: 

Name: Kelly Coffield

Title: Chairman

**AGREEMENT AND PLAN OF MERGER  
OF  
CONAX FLORIDA CORPORATION  
INTO  
CARLETON LIFE SUPPORT SYSTEMS INC.**

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**Under Section 607.1107 of the Florida Business Corporation Act and  
Section 252 of the Delaware General Corporation Law**

The following constitutes the Agreement and Plan of Merger of CONAX FLORIDA CORPORATION, a Florida corporation, and CARLETON LIFE SUPPORT SYSTEMS INC., a Delaware corporation originally incorporated under the name COB Support Acquisition Inc. (collectively the "Constituent Corporations" and each a "Constituent Corporation"):

1. The name of the corporation intending to be merged is CONAX FLORIDA CORPORATION (the "Merging Corporation").
2. The name of the surviving corporation into which the Merging Corporation is to merge is CARLETON LIFE SUPPORT SYSTEMS INC. (the "Surviving Corporation").
3. The terms and conditions of the merger, and the manner and basis of converting the shares of each Constituent Corporation, are as follows:

As of the effective date of this merger:

- a) The separate legal existence of the Merging Corporation shall cease and said corporation shall be merged with and into the Surviving Corporation;
- b) All of the outstanding shares of the Merging Corporation shall be cancelled and no change shall be effected with respect to the shares of the Surviving Corporation; and
- c) The Surviving Corporation shall continue in existence and shall, without transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and the rights, privileges, powers and purposes of each of the Constituent Corporations, and all property, real or personal, and all debts due to each of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation.

4. No changes to the Certificate of Incorporation of the Surviving Corporation shall be effected by this merger.

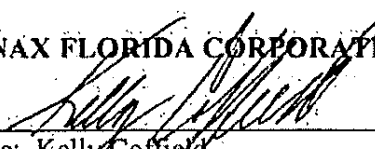
5. This Agreement and Plan of Merger may be abandoned by the adoption of a resolution by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of a Certificate of Merger or Articles of Merger with respect hereto.

6. The foregoing merger shall be effective as of the 31st day of December 2013.

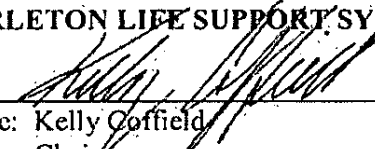
**(Signature Page Follows)**

IN WITNESS WHEREOF, the undersigned have duly executed this Plan as of this 19th day of December 2013.

CONAX FLORIDA CORPORATION

By:   
Name: Kelly Coffield  
Title: President

CARLETON LIFE SUPPORT SYSTEMS INC.

By:   
Name: Kelly Coffield  
Title: Chairman