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CORPORATION(S) NAME

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Studer, Incorporated

- | | | |
|--|---|--|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ NonProfit | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Limited Liability Company |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Name Registration | ☐ Change of P.A. |
| ☐ Fictitious Name | ☐ UCC-1 Financing Statement | ☐ UCC-3 Filing |
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

STUDOR HOLDINGS U.S., INC., a Florida corporation, P94000019440

STUDOR A.A.V., INC., a Florida corporation, P94000019400

STUDOR VENTECH, INC., a Florida corporation, P94000019409

INTO

STUDOR, INCORPORATED, a Florida corporation, K41621

File date: June 30, 1998

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER

OF

STUDOR HOLDINGS U.S., INC. (Parent Corporation),

STUDOR A.A.V., INC. (Subsidiary Corporation) AND

STUDOR VENTECH, INC. (Subsidiary Corporation)

INTO

STUDOR, INCORPORATED (Subsidiary Corporation)

FILED
98 JUN 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST. Studor Holdings U.S., Inc. is a corporation organized under the laws of the State of Florida, owning at least 80 percent of the issued and outstanding shares of each of (i) Studor A.A.V., Inc., a corporation organized under the laws of the State of Florida, (ii) Studor Ventech, Inc., a corporation organized under the laws of the State of Florida, and (iii) Studor, Incorporated, a corporation organized under the laws of the State of Florida.

SECOND. The Plan of Merger attached hereto as Exhibit A ("Plan of Merger") was adopted by the Board of Directors of each of Studor Holdings U.S., Inc., Studor A.A.V., Inc., Studor Ventech, Inc. and Studor, Incorporated on June 26, 1998, and was adopted by the shareholders of Studor Holdings U.S., Inc. on June 26, 1998. Pursuant to Section 607.1104 of the Florida Business Corporation Act, the approval of the shareholders of Studor A.A.V., Inc., Studor Ventech, Inc. and Studor, Incorporated is not required.

THIRD. The effective date of the merger is June 30, 1998.

SIGNED this 26th day of June, 1998.

STUDOR, INCORPORATED
(Surviving Corporation)

By: Wat H. Tyler
Name: Wat H. Tyler
Title: Chairman of the Board

STUDOR HOLDINGS U.S., INC.
(Merged Corporation)

By: Wat H. Tyler
Name: Wat H. Tyler
Title: Chairman of the Board

STUDOR A.A.V., INC.
(Merged Corporation)

By: Wat H. Tyler
Name: Wat H. Tyler
Title: Chairman of the Board

STUDOR VENTECH, INC.
(Merged Corporation)

By: Wat H. Tyler
Name: Wat H. Tyler
Title: Chairman of the Board

PLAN OF MERGER

PLAN OF MERGER, dated this 26th day of June, 1998 ("Plan of Merger"), by and among Studor Holdings U.S., Inc., a Florida corporation ("Holdings"), Studor A.A.V., Inc., a Florida corporation ("SAAV"), Studor Ventech, Inc., a Florida corporation ("Ventech", and together with SAAV and Holdings, the "Merging Companies"), and Studor, Incorporated, a Florida corporation (the "Surviving Company").

RECITALS:

1. Holdings is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 10,000 shares of Common Stock, \$1.00 par value per share, of which 100 shares are issued and outstanding as of the date hereof;

2. SAAV is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 10,000 shares of Common Stock, \$1.00 par value per share, of which 100 shares are issued and outstanding as of the date hereof;

3. Ventech is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 10,000 shares of Common Stock, \$1.00 par value per share, of which 100 shares are issued and outstanding as of the date hereof;

4. The Surviving Company is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 10,000 shares of Common Stock, \$1.00 par value per share, of which 500 shares are issued and outstanding as of the date hereof;

5. Holdings owns all of the issued and outstanding stock of each of SAAV, Ventech, and the Surviving Company; and

6. The Merging Companies each desire to be merged into the Surviving Company, and the Surviving Company desires that the Merging Companies each be merged into itself, and the Board of Directors of the Merging Companies and the Surviving Company have adopted, or will adopt pursuant hereto, resolutions approving this Plan of Merger and such merger pursuant to the terms hereof.

NOW THEREFORE, in consideration of the foregoing premises and the undertakings herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

FIRST: The Surviving Company hereby merges into itself the Merging Companies, and each of the Merging Companies be and hereby is merged into the Surviving Company pursuant to Section 607.1104 of the Florida Business Corporation Act. The Surviving Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of each of the Merging Companies shall cease forthwith upon the Effective Date (as defined below). The merger of the Merging Companies into the Surviving Company shall herein be referred to as the "Merger".

SECOND: As soon as practicable, the Merging Companies and the Surviving Company shall, if necessary under the Florida Business Corporation Act, submit this Plan of Merger to their respective stockholders for approval.

THIRD: The Merger shall become effective on June 30, 1998. The time of such effectiveness shall herein be referred to as the "Effective Date."

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the Merging Companies into the shares or other securities of the Surviving Company shall be as follows:

A. On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of Common Stock of the Surviving Company issued and outstanding immediately prior thereto shall cease to exist and all certificates representing such shares shall be cancelled.

B. On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of Common Stock of SAAV issued and outstanding immediately prior thereto shall cease to exist and all certificates representing such shares shall be cancelled.

C. On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of Common Stock of Ventech issued and outstanding immediately prior thereto shall cease to exist and all certificates representing such shares shall be cancelled.

D. On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of Common Stock of Holdings issued and outstanding immediately prior thereto shall cease to exist and shall be exchanged for and converted into 100 fully paid and non-assessable shares of the Common Stock, par value \$1.00 per share, of the Surviving Company.

E. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the Common Stock of Holdings shall be deemed for all purposes to evidence ownership of and to represent the shares of

the Surviving Company into which the shares of Holdings represented by such certificates have been converted as herein provided. The registered owner on the books and records of the Surviving Company or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Company or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of the Surviving Company evidenced by such outstanding certificate as above provided.

FIFTH: All shareholders of SAAV, Ventech and the Surviving Company who would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

SIXTH: The other terms and conditions of the Merger are as follows:

A. The Articles of Incorporation of the Surviving Company in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

B. The By-Laws of the Surviving Company in effect on the Effective Date shall continue to be the By-Laws of the Surviving Company until amended in accordance with the provisions thereof and applicable law.

C. The members of the Board of Directors and the officers of the Surviving Company on the Effective Date shall continue in office until the expiration of their respective terms of office and until their successors have been elected and qualified.

SEVENTH: On the Effective Date, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers and property of the Merging Companies in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merging Companies shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, rights, and every other interest of the Merging Companies and the Surviving Company shall be as effectively the property of the Surviving Company as they were of the Merging Companies and the Surviving Company, respectively. All rights of creditors of the Merging Companies and all liens upon any property of the Merging Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Companies

shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

EIGHTH: From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of the Merging Companies such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Merging Companies, and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of the Merging Company are fully authorized in the name and on behalf of the Merging Companies or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

NINTH: This Plan of Merger and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.