

Division of Corporations

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**Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
ZONE LABS, INC.**

Certificate of Status	0
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Page Count	09
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Zone Labs, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Donna Van Reysen, Senior Paralegal

Contact Person

Edwards Wildman Palmer LLP

Firm/Company

2800 Financial Plaza

Address

Providence, RI 02903

City, State and Zip Code

dvanreysen@edwardswildman.com

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

For further information concerning this matter, please call:

Donna Van Reysen, Senior Paralegal

at (401) 276-6490

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-2-14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER

Merging

ZONE HEALTH, LLC
(a Florida limited liability company)

with and into

ZONE LABS, INC.
(a Delaware corporation)
which will be the surviving company
under the name "Zone Labs, Inc."

In accordance with Section 608.4382 of the 2012 Florida Statutes (the "F.S."), Zone Labs, Inc., a Delaware corporation, does hereby certify:

FIRST: That the name, domestic jurisdiction, and entity type of the merging party (the "Merging Party") are as follows:

Name	Jurisdiction	Entity Type
Zone Health, LLC	Florida	Limited Liability Company

SECOND: That the name, domestic jurisdiction, and entity type of the surviving party (the "Surviving Party") are as follows:

Name	Jurisdiction	Entity Type
Zone Labs, Inc.	Delaware	Corporation

THIRD: That an Agreement and Plan of Merger dated as of December 26, 2013 (the "Merger Agreement") by and between the Merging Party and the Surviving Party has been approved, adopted, certified, executed, and acknowledged by the Surviving Party in accordance with Section 264(c) of the Delaware General Corporation Law, and by the Merging Party in accordance with the applicable provisions of Chapter 608 of the F.S., and a copy of such Merger Agreement is attached hereto as Exhibit A.

FOURTH: That the merger shall become effective at 12:01 a.m. on January 2, 2014.

FIFTH: That the Surviving Party's address in its domestic jurisdiction is:

c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

SIXTH: That the Surviving Party agrees to pay to any members of the Merging Party with appraisal rights the amount to which such members are entitled under ss. 608.4351 – 608.43595 of the F.S.

SEVENTH: The Surviving Party is a foreign corporation that is not qualified to transact business in Florida. Therefore, the Surviving Party:

(a) Provides the following address of the office which the Florida Department of State may use for the purposes of s. 48.181 of the F.S.:

21 Tioga Way
Marblehead, MA 01845

(b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Merging Party, including any appraisal rights of its members under ss. 608.4351 – 608.43595 of the F.S.

[Signature page follows]

IN WITNESS WHEREOF, the parties to the merger have caused this Certificate of Merger to be signed as of December 30, 2013.

ZONE LABS, INC.

By: 
Barry D. Sears
President

ZONE HEALTH, LLC


By: 
Barry D. Sears
Sole Member

EXHIBIT A
Merger Agreement

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the 26th day of December 2013 by and between ZONE LABS, INC. a Delaware corporation (the "Surviving Company"), and ZONE HEALTH, LLC, a Florida limited liability company ("Zone Health").

WITNESSETH:

WHEREAS, Barry D. Sears (the "Sole Shareholder") holds one hundred percent (100%) of the capital stock of the Surviving Company; and

WHEREAS, the Sole Shareholder holds one hundred percent (100%) of the membership interests of Zone Health; and

WHEREAS, the Sole Shareholder, pursuant to the powers granted to him by Zone Health and the Surviving Company, deems it advisable and in the best interests of Zone Health to be merged with and into the Surviving Company under and pursuant to Section 264 of the Delaware General Corporation Laws (the "DGCL") and Section 608.438 of the Florida Limited Liability Company Act (the "Act").

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Surviving Company and Zone Health agree as follows:

1. Merger. Zone Health shall merge with and into the Surviving Company, which shall be the surviving company.

2. Terms and Conditions. At the Effective Time (as defined herein) of the merger, the separate existence of Zone Health shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of Zone Health, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of Zone Health, and neither the rights of creditors nor any liens on the property of Zone Health shall be impaired by the merger.

3. Conversion of Membership Interests. The manner and basis of converting the membership interests of Zone Health into membership interests of the Surviving Company are as follows:

(a) All of the membership interests of Zone Health outstanding at the Effective Time of the merger shall be canceled, and no payment shall be made to the holders thereof with respect thereto.

(b) All of the capital stock of the Surviving Company outstanding at the Effective Time of the merger shall remain outstanding.

4. Certificate of Formation. The Certificate of Incorporation of the Surviving Company, as in effect at the Effective Time of the merger, shall be unchanged and shall continue to be the Certificate of Incorporation of said Surviving Company following the Effective Time of the merger, until further amended and changed pursuant to the provisions of the DGCL.

5. Purposes of Surviving Company. The purposes set forth in the Certificate of Incorporation and Bylaws of the Surviving Company, as in effect at the Effective Time of the merger, shall continue in full force and effect as the purposes of the Surviving Company following the Effective Time of the merger.

6. Bylaws of Surviving Company. The Bylaws of the Surviving Company, as in effect at the Effective Time of the merger, shall continue to be its Bylaws following the Effective Time of the merger.

7. Officers. The officers of the Surviving Company at the Effective Time of the merger shall continue as the officers of the Surviving Company following the Effective Time of the merger for the full and unexpired terms of their offices and until their successors have been duly elected and appointed.

8. Approvals. This Agreement requires the approval of (i) the sole member of Zone Health in accordance with the provisions of Section 608.438 of the Act, and (ii) the directors and sole stockholder of the Surviving Company in accordance with the provisions of Section 252 of the DGCL, which approvals have been obtained.

9. Effective Time of the Merger.

(a) This Agreement and the merger shall become effective at 12:01 a.m. on January 2, 2014 (the "Effective Time").

(b) The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of Zone Health shall be continued in and merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officers as of the Effective Date.

ZONE LABS, INC.

By: 

Name: Barry D. Sears

Title: President

ZONE HEALTH, LLC

By: 

Name: Barry D. Sears

Title: Sole Member