

12/22/2020

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MERGER OR SHARE EXCHANGE

Clinical Site Partners, LLC

Certificate of Status	0
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December 23, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CLINICAL SITE PARTNERS, LLC
1788 W. FAIRBANKS AVENUE, STE. B
WINTER PARK, FL 32789US

SUBJECT: CLINICAL SITE PARTNERS, LLC
REF: L12000014221

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Darlene Connell
Regulatory Specialist II Supervisor

FAX Aud. #: H20000437172
Letter Number: 320A00026058

**ARTICLES OF MERGER
BETWEEN
M&K CLINICAL SITE PARTNERS, LLC, a Florida limited liability company
AND
CLINICAL SITE PARTNERS, LLC, a Florida limited liability company**

Pursuant to Sections 605.1025, *Florida Statutes*, Clinical Site Partners, LLC, a Florida limited liability company ("Surviving Entity") and M&K Clinical Site Partners, LLC, a Florida limited liability company ("Merged Entity"), adopt the following Articles of Merger for the purpose of merging the Merged Entity into Surviving Entity, the latter of which is to survive the merger.

**ARTICLE I
PLAN OF MERGER**

The Members and Managers of the Merged Entity and the Surviving Entity have adopted a Plan of Merger as required in Section 605.1022, *Florida Statutes*.

**ARTICLE II
SURVIVING ENTITY**

The surviving entity shall be CLINICAL SITE PARTNERS, LLC, a Florida limited liability company.

**ARTICLE III
ADOPTION REQUIREMENTS**

The attached Plan of Merger meets the requirements of Section 605.1022, *Florida Statutes*, and was adopted by the Members of the Merged Entity on September 1, 2020, and by the Members of the Surviving Entity, on September 1, 2020.

**ARTICLE IV
APPRAISAL RIGHTS**

The Surviving Entity has agreed to pay to any member of either entity with appraisal rights the amount to which such members are entitled under the provisions of Section 605.1006 and 605.1061-605.1072.


FILED
2020 DEC 28 PM 2:25
NOTAR PUBLIC
STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this
1st day of September, 2020.

SURVIVING ENTITY

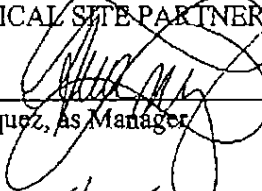
CLINICAL SITE PARTNERS, LLC

By: 
Ana T. Marquez, as Manager

By: 
Ana T. Marquez, as Manager

MERGED ENTITY

M&K CLINICAL SITE PARTNERS, LLC


Ana T. Marquez, as Manager

By: 
James Krainson, as Manager

**PLAN OF MERGER
BETWEEN
M&K CLINICAL SITE PARTNERS, LLC, a Florida limited liability company
AND
CLINICAL SITE PARTNERS, LLC, a Florida limited liability company**

The following Plan of Merger, which was adopted and approved by the Managers and Members of CLINICAL SITE PARTNERS, LLC, a Florida limited liability company ("Surviving Entity"), and by the Manager and Members of M&K CLINICAL SITE PARTNERS, LLC, a Florida limited liability company ("Merged Entity") is being submitted in accordance with Sections 605.1022, *Florida Statutes*.

1. The name, address of principal office, jurisdiction, and entity type for each merging party is as follows:

a. Surviving Entity

Name: Clinical Site Partners, LLC
Address: 1788 W. Fairbanks Avenue
Suite B
Winter Park, FL 32789
Jurisdiction: Florida
Entity Type: Limited Liability Company

b. Merged Entity

Name: M&K Clinical Site Partners, LLC
Address: 12600 SW 120 Street
Suite 116
Miami, FL 33186
Jurisdiction: Florida
Entity Type: Limited Liability Company

2. On the effective date of the merger the general terms and conditions of the merger are:

- a. the separate existence of the Merged Entity shall cease, and the Merged Entity shall be merged with and into the Surviving Entity,
- b. the Articles of Organization of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Entity after the merger,
- c. the Operating Agreement of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Entity after the merger, and
- d. the Federal Employer Identification Number ("FEI") assigned to Surviving Entity shall become the FEI used for the Surviving Entity.

3. On the effective date of the merger, Marquez Clinical Site Partners, LLC, a Florida limited liability company, as a Member of the Merged Entity is exchanging its interest in M&K Clinical Site Partners, LLC to the Surviving entity in exchange for 37.9% Membership Interest in the Surviving Entity in connection with the merger; and James Krainson ("Krainson"), as a Member of the Merged Entity is exchanging his interest in M&K Clinical Site Partners, LLC to the Surviving entity in exchange for 12.2% Membership Interest in the Surviving Entity in connection with the merger (as defined in the Amendment to the Operating Agreement, dated September 1, 2020, for the Surviving Entity) and pursuant to that certain Assignment of Membership Interest of Clinical Trials of Florida, LLC, a Florida limited liability company, dated the date hereof, by Krainson to Merged Entity.

4. The name of the Managers of the Surviving Entity as of the effective date of the merger are Ana Marquez and Faisal Fakih.

5. The effective date of the merger is September 1, 2020.