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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**  
**Genicon LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$60.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Certificate of Merger  
of  
Genico, Inc.,  
a Florida Corporation**

**with and into**

**Genicon, LLC,  
a Florida Limited Liability Company**

**Pursuant to Section 607.1109 of the  
Florida Business Corporation Act**

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On this 28th day of December, 2012, Genicon, LLC, a Florida limited liability company, and Genico, Inc., a Florida corporation, for the purpose of merging pursuant to Section 607.1109 of the Florida Business Corporation Act, certify that:

1. The name and jurisdiction of formation of each of the merging parties are as follows:

Name: Genico, Inc.  
Jurisdiction: Florida

Name: Genicon, LLC  
Jurisdiction: Florida

2. The name and jurisdiction of the surviving party are:

Name: Genicon, LLC  
Jurisdiction: Florida

3. The attached Plan of Merger was approved by Genicon, LLC on December 28, 2012 in accordance with the applicable provisions of Chapter 608, Florida Statutes.

4. The attached Plan of Merger was approved by written consent of the shareholders of Genico, Inc. on December 21, 2012 in accordance with the applicable provisions of Chapter 607, Florida Statutes (including Section 607.0704), which vote is sufficient for approval.

5. The merger is effective on the date of the filing of the Certificate of Merger with the Florida Secretary of State of the State of Florida.

This Certificate of Merger has been duly executed as of the date first written above and is being filed in accordance with Sections 607.1109, 607.0120, 608.408, and 608.4382, Florida Statutes.

[Signature page follows.]

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[Signature page to Certificate of Merger.]

Genicon, LLC

By: Farnella Genicon Holdings, LLC, as Managing Member

By: John Farnella

Name: John Farnella, M.D

Title: Manager

Genico, Inc

By: Gary Haberland

Name: Gary Haberland

Title: President and CEO

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### Plan of Merger

This Plan of Merger is entered into pursuant to Sections 607.1108 and 608.438, Florida Statutes and is intended to comply with Sections 607.1108(3) and 608.438(3) Florida Statutes.

1. The name and jurisdiction of formation of each of the merging parties are as follows:

Name: Genicon, LLC  
Jurisdiction: Florida

Name: Genico, Inc.  
Jurisdiction: Florida

2. The name and jurisdiction of the surviving party are:

Name: Genicon, LLC  
Jurisdiction: Florida

3. Terms and Conditions of Merger.

(a) Upon filing with the Secretary of State of the State of Florida of the Certificate of Merger to which this Plan of Merger is attached (the "Effective Time"), Genico, Inc., a Florida corporation ("Genico") will be merged (the "Merger") with and into Genicon, LLC, a Florida limited liability company ("Genicon") and in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, the separate existence of Genico shall cease, and Genicon shall be the surviving entity. (the "Surviving Entity").

(b) After the Effective Time, the Surviving Entity shall possess all the rights, privileges, and powers, and be subject to all of the liabilities, restrictions, disabilities, and duties of Genico, all as provided under the Florida Business Corporation Act and the Florida Limited Liability Company Act.

(c) The merger is effective on the Effective Time.

4. Manner and Basis of Converting Shares of Genico. At the Effective Time:

(a) Each share of Company Common Stock (a "Share") which is outstanding immediately prior to the Effective Time, except as provided in Paragraph 4(b) with respect to Shares for which appraisal rights have been perfected, shall be converted into the right to receive \$0.0025 in cash, without interest (the "Merger Consideration"). All other Shares shall be canceled.

(b) Shares outstanding immediately prior to the Effective Time and held by a holder who has not voted in favor of the Merger or consented in writing and who has demanded payment of the fair value of such Shares in accordance with the Florida Business Corporation Act (the "Act") shall not be converted into a right to receive the Merger Consideration, but shall be converted into the right to receive such consideration as may be determined to be due in respect of such Shares pursuant to Sections 607.1301 through 607.1333 of the Act; provided, however, that if the holder of such Shares shall have failed to perfect or shall have waived, rescinded or otherwise lost (in each such instance, to the reasonable satisfaction of the Surviving Entity) its status pursuant to Sections 607.1301 through 607.1333 of the Act, then such holder shall forfeit

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the right appraisal and such Shares shall be deemed to have been converted into the right to receive the Merger Consideration as of the Effective Time. The Surviving Entity shall have full right and obligation to make any payment with respect to, or settle, or offer to settle demands received by the Company for appraisal.

(c) Each Share held by Genico as treasury stock immediately prior to the Effective Time and each and each option to purchase shares of Genico common stock shall be canceled and no payment shall be made for it.

(d) Each member interest of Genicon outstanding immediately prior to the Effective Time shall remain outstanding and shall constitute the only outstanding equity ownership interests of the Surviving Entity at the Effective Date.

5. Management of Surviving Entity. The management of the Surviving Entity is vested in its managing members as provided for in its operating agreement.

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