

L130000136681

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PICK-UP WAIT MAIL

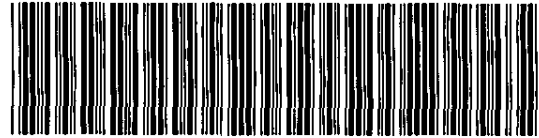
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

09/30/13--01017--014 **60.00

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2013 SEP 30 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOF
9/30/13

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rare Earth Sciences Inc

HSA E & S, LLC

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: Seth _____
Name _____ Date 09/27/13 Time _____

Walk-In _____ Will Pick Up _____

FILED

**CERTIFICATE OF MERGER OF HSA E & S, LLC and
RARE EARTH SCIENCES, INC.**

2013 SEP 30 AM 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §§608.4382 and 607.1109(3), Fla. Stat., the undersigned organizations adopt this Certificate of Merger for the purpose of merging, as follows:

1. The names of the organizations which are merging are Rare Earth Sciences, Inc. ("Rare Earth"), a Florida corporation with a principal place of business at 4019 East Fowler Avenue, Tampa, Florida 33617, and HSA E & S, LLC (the "LLC"), a Florida limited liability company with a principal place of business at 4019 East Fowler Avenue, Tampa, Florida 33617. The LLC is the surviving organization.

2. On September 30, 2013, the annexed Agreement and Plan of Merger was approved and adopted by the Board of Directors of Conestoga-Rovers & Associates, Inc., a Delaware corporation with its principal place of business at 2055 Niagara Falls Blvd., Niagara Falls, New York 14304 ("CRA") pursuant to §607.1104(1)(b), Fla. Stat. CRA is the sole stockholder of Rare Earth and the sole member of the LLC and approved the Agreement and Plan of Merger on behalf of itself, and also on behalf of Rare Earth as sole stockholder and the LLC as sole member. The Agreement and Plan of Merger was also executed and approved by the duly authorized representatives of Rare Earth and the LLC.

3. The Effective Date of the merger shall be the later of (i) the date of filing this Certificate of Merger with the Secretary of State of Florida, or (ii) September 30, 2013.


4. All notices required by chapters 607 and 608, Fla. Stat. have been given or duly waived.

Dated: September 30, 2013

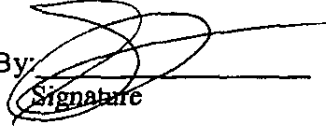
CONESTOGA-ROVERS
& ASSOCIATES, INC.

RARE EARTH
RARE SCIENCES, INC.

HSA E & S, LLC

By: 
Signature

By: 
Signature

By: 
Signature

STEVE QUIGLEY
Printed Name

BRIAN MOORE
Printed Name

STEVE QUIGLEY
Printed Name

~~President~~ Secretary
Title SR

President
Title

Secretary
~~President~~ President, Conestoga-
Rovers & Associates,
Inc.
Title

AGREEMENT AND PLAN OF MERGER
Between
RARE EARTH SCIENCES, INC.
and
HSA E & S, LLC

This Agreement and Plan of Merger is approved and adopted on September 30, 2013, by Conestoga-Rovers & Associates, Inc., a Delaware corporation with its principal office at 2055 Niagara Falls Blvd., Niagara Falls, New York 14304 ("CRA"), acting through its Board of Directors. The merger, the terms of which are set forth herein, is between Rare Earth Sciences, Inc., a Florida corporation with its principal office at 4019 East Fowler Avenue, Tampa, Florida 33617 ("Rare Earth") and HSA E & S, LLC, a Florida limited liability company with its principal office at 4019 East Fowler Avenue, Tampa, Florida 33617 (the "LLC"). Rare Earth and the LLC (collectively, the "Constituent Organizations") are both wholly owned subsidiaries of CRA, which is the record owner of 100% of the issued and outstanding shares of Rare Earth and is the sole member of the LLC. This Agreement and Plan of Merger is made pursuant to the applicable laws of the State of Florida, specifically §§608.438 and 607.1104, Fla. Stat.

The merger shall become effective upon its Effective Date, which shall be the later of (i) the date of filing with the Secretary of State of Florida a Certificate of Merger in accordance with §608.4382, Fla. Stat. or Articles of Merger in accordance with §607.1109, Fla. Stat., or (ii) September 30, 2013. The terms of the merger are as follows:

1. Rare Earth shall be merged into the LLC, which shall be the surviving entity. The separate existence of Rare Earth shall cease, and all of the issued and outstanding shares of Rare Earth shall be cancelled automatically without any further action on the part of CRA or Rare Earth. The identity and number of the members of the LLC shall not be altered by virtue of the merger.
2. The LLC shall possess (i) all of the rights, privileges, immunities and franchises, both public and private, of each of the Constituent Organizations, (ii) all property, real, personal and mixed, of each of the Constituent Organizations, including, without limitation, all debts due them on any account, including subscriptions to shares, all other choses in action, all patents, copyrights, trade secrets, trademarks, service marks and other intellectual property, and all securities and ownership interests in any entity, and (iii) each and every other interest of any kind whatsoever of or belonging to, or due to each of the Constituent Organizations. The foregoing shall be taken and deemed to be vested in the LLC without further act or deed, and shall not revert or be in any way impaired by reason of the merger. The LLC may, but need not unless required by applicable law, file appropriate documents in the public or other records to show its ownership of real property or other assets vested in it by virtue of the merger.
3. The LLC shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Organizations, and any claim existing or action or proceeding pending by or against either of the Constituent Organizations may be prosecuted to judgment or settled as if the merger had not taken place, or the LLC may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Organizations shall be impaired by

the merger. The LLC shall be entitled to assert against any claim any and all defenses available to the Constituent Organizations, and it shall assume no liability additional to or greater than the liabilities of the Constituent Organizations by virtue of the merger.

4. The organizational and governing documents of the LLC, including, but not limited to, its articles of organization and any operating agreement(s) shall continue in full force and effect without modification and shall serve as the organizational and governing documents of the merged entity.

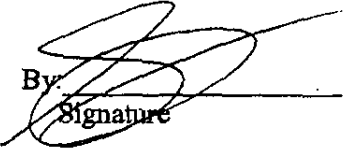
5. All legal and accounting fees and other costs incurred in connection with this Agreement and the transactions contemplated hereby shall be borne jointly and severally by the LLC and CRA.

6. The statement that would otherwise be required by §607.1104(1)(b)(4), Fla. Stat. is not required because CRA is the sole stockholder of Rare Earth; to any extent necessary, CRA hereby waives the requirement. To any extent necessary, CRA hereby waives the mailing requirements of §607.1104(2), Fla. Stat. Pursuant to §608.455, Fla. Stat., CRA hereby waives any notice required to be given it as a member of the LLC.

7. This Agreement and Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida, and the exclusive venue for any dispute arising out of or in relation to this Agreement and Plan or the merger shall be in the state or federal courts of competent jurisdiction located in Hillsborough County, Florida.

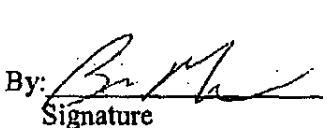
IN WITNESS WHEREOF, the parties have agreed to this Agreement and Plan of Merger and caused it to be executed by their duly authorized representatives as of the day and year first written above.

CONESTOGA-ROVERS
& ASSOCIATES, INC.

By: 
Signature

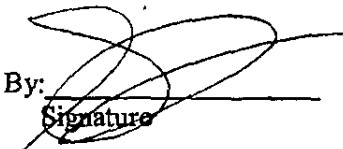
STEVE QUIGLEY
Printed Name
Title: ~~President~~ Secretary
SD

RARE EARTH
SCIENCES, INC.

By: 
Signature

BRIAN MOORE
Printed Name
Title: President

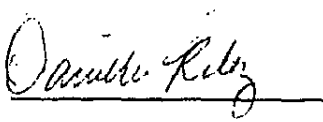
HSA E & S, LLC

By: 
Signature

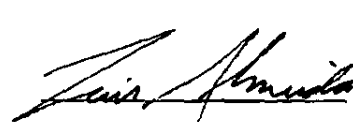
STEVE QUIGLEY
Printed Name
Title: ~~President~~ Secretary,
Conestoga-Rovers &
Associates, Inc. SD



WITNESS



WITNESS



WITNESS