

L1400000331

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MERGER OR SHARE EXCHANGE SENSEI ACQUISITION, LLC

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**STATE OF FLORIDA
ARTICLES OF MERGER OF
SENSEI, INC. (DE)
WITH AND INTO
SENSEI ACQUISITION, LLC (FL)**

Pursuant to Title XXXVI, Chapter 605, Section 1025 of the Florida Revised Limited Liability Company Act, each of the undersigned merging entities executed the following Articles of Merger:

FIRST: The name of the surviving limited liability company is Sensei Acquisition, LLC, a Florida limited liability company, and the name of the corporation being merged into this surviving limited liability company is Sensei, Inc., a Delaware corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by the surviving limited liability company and the merging corporation in accordance with the provisions of Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act and Section 264 of the General Corporation Law of Delaware.

THIRD: Pursuant to the Agreement and Plan of Merger, the name of Sensei Acquisition, LLC, the surviving limited liability company, shall change to "Sensei, LLC" as a result of the Merger. A copy of the Amended and Restated Articles of Organization reflecting such name change is attached.

FOURTH: The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Revised Limited Liability Company Act.

FIFTH: The merger is to become effective on the date of filing.

SIXTH: The Agreement and Plan of Merger is on file at 2300 Glades Road, Suite 250 West, Boca Raton, Florida 33431, the principal place of business of the surviving limited liability company.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stock holder of the merging corporation.

[Signature page follows]


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IN WITNESS WHEREOF, each of the undersigned merging entities has caused these Articles of Merger to be executed by its respective authorized representative, this 18th day of February, 2014.

SENSEI, INC.
a Delaware corporation

By: _____
Robert Schwarzborg, Chairman

SENSEI ACQUISITION, LLC
a Florida Limited Liability company

By:  _____
Sean D. McDevitt, Manager, President, and
Chief Executive Officer

2/18/2014 15:12:42 From: To: 8506176380

(4/6)

IN WITNESS WHEREOF, each of the undersigned merging entities has caused these Articles of Merger to be executed by its respective authorized representative, this 18th day of February, 2014.

SENSEI, INC.
a Delaware corporation

By: Robert Schwarzberg
Robert Schwarzberg, Chairman

SENSEI ACQUISITION, LLC
a Florida limited liability company

By: Sean D. McDevitt
Sean D. McDevitt, Manager, President, and
Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
SENSEI, LLC**

The initial Articles of Organization for this Limited Liability Company were filed with the Florida Department of State on January 2, 2014, under the name "Sensei Acquisition, LLC" and assigned Florida Document No. L1400000331. This Limited Liability Company's name was subsequently changed to "Sensei, LLC." The undersigned Manager adopts the Amended and Restated Articles of Organization as follows:

Article I

The name of the Limited Liability Company is **SENSEI, LLC**

Article II

The street address of the principal office of the Limited Liability Company is:

**2300 GLADES ROAD
SUITE 250 WEST
BOCA RATON, FL 33431**

The mailing address of the Limited Liability Company is:

**2300 GLADES ROAD
SUITE 250 WEST
BOCA RATON, FL 33431**

Article III

The name and Florida street address of the registered agent is:

**MARY BETH M. CLARY, ESQ.
9132 STRADA PLACE
THIRD FLOOR
NAPLES, FL 34108**

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Article IV

The name and address of person authorized to manage LLC:

**Title: MGR, President, and Chief Executive Officer
SEAN MCDEVITT
2300 GLADES ROAD, SUITE 250 WEST
BOCA RATON, FL 33431**

Article V

The effective date for this Limited Liability Company is 01/02/2014.

Signature: Sean McDevitt, Manager, President, and Chief Executive Officer

I am the Manager submitting these Amended and Restated Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.