

L14000122728

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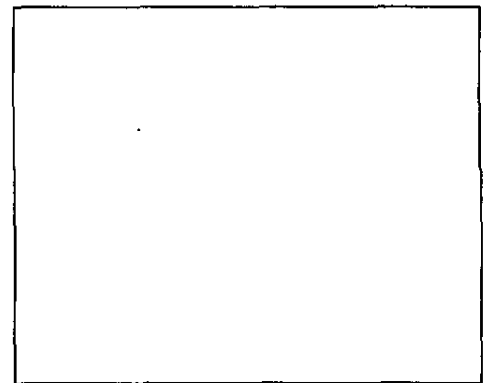
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ENTITY NAME:

PHYSIOMIND X, LLC

CK# 6698 FOR \$80.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

FILED

2014 NOV -5 PM 4: 56

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 605.1026 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Physiomind LLC 7140 Abbott Avenue, 2 nd Floor Miami Beach, Florida 33141	Florida	Limited Liability Company
Florida Document/Registration Number: L13000001388		FEI Number 39-2080241

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Physiomind X, LLC 7140 Abbott Avenue, 2 nd Floor Miami Beach, Florida 33141	Florida	Limited Liability Company
Florida Document/Registration Number: L14000122728		FEI Number 47-1518265


SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Physiomind X, LLC 7140 Abbott Avenue, 2 nd Floor Miami Beach, Florida 33141	Florida	Limited Liability Company
Florida Document/Registration Number: L14000122728		FEI Number 47-1518265

THIRD: The Plan of Merger attached as Exhibit "A" and incorporated by reference as if fully set forth, meets the requirements of section 605.1022 of the Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 605 of the Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

RFX 

SIXTH:

Signature(s) for each party:

NAME OF ENTITY:

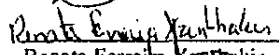
PHYSIOMIND LLC

SIGNATURES:


Ilah Xanthakis

PRINTED NAME:

JACOBO CABABIE DANIEL

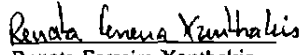

Renata Ferreira Xanthakis

RENATA FERREIRA XANTHAKIS

PHYSIOMIND X, LLC


Ilah Xanthakis

JACOBO CABABIE DANIEL


Renata Ferreira Xanthakis

RENATA FERREIRA XANTHAKIS

EXHIBIT "A"

PLAN OF MERGER

Merger between PHYSIOMIND LLC, a Florida limited liability company (the "Disappearing Company" or "Physiomind"), into PHYSIOMIND X, LLC, a Florida limited liability company (the "Surviving Company" or "PX"). The merger is being effected pursuant to this Plan of Merger (the "Plan"), which was adopted and approved by each party to the merger in accordance with Section 605.1022, and is being submitted in accordance with Sections 605.1021-605.1026, Florida Statutes, et seq. of the Florida Limited Liability Company Act (the "Act").

FIRST: The exact name and jurisdiction of each merging party (the "Constituent Entities") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Physiomind LLC 7140 Abbott Avenue, 2 nd Floor Miami Beach, FL 33141	Florida
Physiomind X, LLC 7140 Abbott Avenue, 2 nd Floor Miami Beach, FL 33141	Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Physiomind X, LLC 7140 Abbott Avenue, 2 nd Floor Miami Beach, FL 33141	Florida

*See Exhibit A for list of names and addresses
of Manager(s).

THIRD: Articles of Organization. The Articles of PX shall, without any changes, be the Articles of the Surviving Company from and after the date this Plan becomes effective, which date shall, pursuant to Section 605.1023 of the Act, be the date on which the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Date"), until amended as permitted by law.

FOURTH: Distribution to Members of the Constituent Entities. Upon the Effective Date, each member's interest in Physiomind outstanding at that time shall without more, be converted into and exchanged, pro-rata, for a membership interest of PX in accordance with this Plan. Each member's interest in Physiomind that is outstanding and is being held by Physiomind on the date this Plan becomes effective shall be cancelled.

FIFTH: Satisfaction of Rights of Member of Physiomind. All membership interests of PX into which the interests of Physiomind's members shall have been converted, and for which the interests of Physiomind's members become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted membership interest.

RAX

SIXTH: Effect of Merger. On the Effective Date, the separate existence of PHYSIOMIND shall cease, and PX shall be fully vested in PHYSIOMIND's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 605.1022 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, PHYSIOMIND or PX shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of PHYSIOMIND or PX as the case may be, whether past or remaining in office, shall execute and deliver upon the request of PHYSIOMIND or PX, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in PX, or to otherwise carry out the provisions of this Plan.

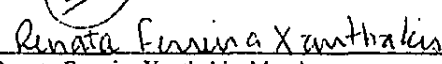
EIGHTH: Filing with the Florida Department of State. PHYSIOMIND and PX shall cause their respective Member to execute, acknowledge and file Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by PX to the Florida Department of State.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the Members of which are, entitled to the benefit thereof by action taken by the Members of such party, or may be amended or modified in whole or in part at any time prior to the vote of the members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 605.1022 of the Act.

Dated November 4, 2014.

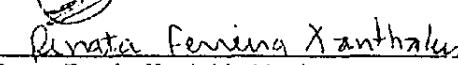
PHYSIOMIND LLC
a Florida limited liability company


Ilan Xanthakis, Member


Renata Ferreira Xanthakis, Member

PHYSIOMIND X, LLC
a Florida limited liability company


Ilan Xanthakis, Member


Renata Ferreira Xanthakis, Member