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Division of Corporations

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Florida Department of State
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EFFECTIVE DATE

Sept 30, 2021

MERGER OR SHARE EXCHANGE
Orthopaedic Solutions Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

ILX 4962

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EFFECTIVE DATE
Sept 30, 2021

ARTICLES OF MERGER
OF
ORTHOCARE FLORIDA HOLDINGS, LLC
INTO
ORTHOPAEDIC SOLUTIONS HOLDINGS, LLC

The following Articles of Merger are submitted to merge the following Florida limited liability company into the following Delaware limited liability company in accordance with Section 605.1025, Florida Statutes.

FIRST: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Type</u>	<u>Jurisdiction</u>	<u>Document Number</u>
OrthoCare Florida Holdings, LLC	LLC	Florida	L20000019074

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

<u>Name</u>	<u>Type</u>	<u>Jurisdiction</u>
Orthopaedic Solutions Holdings, LLC	LLC	Delaware

THIRD: The Agreement and Plan of Merger, attached hereto and incorporated herein as Exhibit A, was approved on September 8, 2021 by OrthoCare Florida Holdings, LLC in accordance with Sections 605.1021-605.1026, Florida Statutes, and by Orthopaedic Solutions Holdings, LLC in accordance with the Delaware General Corporation Law, and by each member of each such entity who, as a result of the merger, will have interest holder liability under Section 605.1023(1)(b) and whose approval is required.

FOURTH: The surviving entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to Section 605.0117 and Chapter 48, Florida Statutes is:

13020 N. Telecom Parkway
Tampa, Florida 33637

FIFTH: The surviving entity has agreed to pay any members of the merging entity with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061, 1072, Florida Statutes.

SIXTH: The effective date of the merger shall be September 30, 2021.

[Signature Page Follows]


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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by each of their respective authorized representatives this 22nd day of September, 2021.

MERGING ENTITY:

ORTHOCARE FLORIDA HOLDINGS, LLC

a Florida limited liability company

By: 
Name: Andrew Cooper, M.D.
Title: Manager

SURVIVING ENTITY:

ORTHOPAEDIC SOLUTIONS HOLDINGS, LLC

a Delaware limited liability company

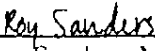
By: 
Name: Roy Sanders, M.D.
Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into by and between **ORTHOCARE FLORIDA HOLDINGS, LLC**, a Florida limited liability company ("**OCF**") and **ORTHOPAEDIC SOLUTIONS HOLDINGS, LLC**, a Delaware limited liability company ("**OSH**").

WHEREAS, OCF and OSH each hold a 50% ownership interest in Orthopaedic Solutions Management, LLC, a Delaware limited liability company ("**OSM**"), which is the sole asset and sole liability of OCF and OSH.

WHEREAS, the parties have determined it to be in the best interest of OCF and OSH to merge the two holding companies of OSM.

WHEREAS, the parties have agreed that OCF would be merged with and into OSH, with OSH surviving the merger (the "**Merger**").

WHEREAS, OCF filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed as of January 23, 2020. OCF's interests are held by those Members who are parties to that certain Operating Agreement of OrthoCare Florida Holdings, LLC dated January 23, 2020 (the "**OCF Members**").

WHEREAS, Orthopaedic Solutions Holdings, Inc. filed its Certificate of Incorporation with the Delaware Division of Corporations and was duly formed as of April 5, 201; and, just prior to the Merger, was converted to a Delaware limited liability company (the "**Conversion**"). OSH's interests are held by those Members who are parties to that certain Operating Agreement of Orthopaedic Solutions Holdings, LLC dated as of the date of the Conversion (the "**OSH Members**").

NOW, THEREFORE, OCF and OSH, by and among their respective Members, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and of carrying the same into effect as follows:

FIRST: The name and jurisdiction of the merging party is **ORTHOCARE FLORIDA HOLDINGS, LLC**, a Florida limited liability company.

SECOND: The name and jurisdiction of the surviving party is **ORTHOPAEDIC SOLUTIONS HOLDINGS, LLC**, a Delaware limited liability company.

THIRD: The Certificate of Formation of OSH, as in effect on the date of the Merger, shall be the Certificate of Formation of the surviving entity until thereafter amended in accordance with their terms and as provided by applicable law; and the operating agreement of OSH as in effect on

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the date of the Merger shall be the operating agreement of the surviving entity until thereafter amended in accordance with the terms thereof.

FOURTH: The manner and basis of converting the units of OCF into units, obligations, or other securities of OSH, in whole or in part, or into cash or other property is as follows:

- A. Upon the effect of the Merger, the member interests held by the OCF Members in OCF shall be converted on a pro-rata basis to units of OSH.
- B. Upon the effect of the Merger, the OSH Members shall continue to hold their pro-rata ownership interest in OSH.
- C. Upon the effect of the Merger, the separate existence of OCF shall cease and all ownership interests of OCF that have been issued prior to the Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any payment therefor.


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IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to authority duly given by their respective Members, have caused this Agreement and Plan of Merger to be executed as of the 22nd day of September, 2021.

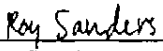
MERGING ENTITY:

ORTHOCARE FLORIDA HOLDINGS, LLC
a Florida limited liability company

By: 
Name: Andrew Cooper M.D.
Title: Manager

SURVIVING ENTITY:

ORTHOPAEDIC SOLUTIONS HOLDINGS, LLC
a Delaware limited liability company

By: 
Name: Roy Sanders, M.D.
Title: President