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(Requestor's Name)

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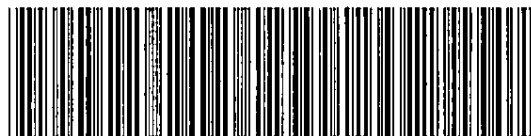
(Business Entity Name)

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EFFECTIVE DATE
12/31/2017

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CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 12/21/17
ACCT. I20160000072

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Name:	<u>Calibrate, Inc</u>
Document #:	
Order #:	<u>10763230</u>

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
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Amount: \$ 60

\$70.00



STATE OF FLORIDA
ARTICLES OF MERGER

EFFECTIVE DATE

12/31/2017

of
CALIBRATE, INC., a Florida Corporation
with and into

METTLER-TOLEDO RAININ, LLC, a Delaware Limited Liability Company

The following Articles of Merger are being submitted in accordance with Section 607.1109 of the Florida Statutes.

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

<u>Name</u>	<u>Principal Office</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Calibrate, Inc.	610 Jones Ferry Rd. Suite 601 Carrboro, NC 27510	Florida	Corporation

Florida Document Number: P14000028948

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

<u>Name</u>	<u>Principal Office</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mettler-Toledo Rainin, LLC	7500 Edgewater Drive Oakland, CA 94621	Delaware	Limited Liability Company

THIRD: The attached Agreement and Plan of Merger was approved by Calibrate, Inc. in accordance with Section 607 of the Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by Mettler-Toledo Rainin, LLC in accordance with the Limited Liability Company Act of Delaware.

FIFTH: The effective date of the merger is December 31, 2017.

SIXTH: The principal office address of Mettler-Toledo Rainin, LLC under the laws of the State of Delaware is as follows:

7500 Edgewater Drive
Oakland, CA 94621

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NOTARY C
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SEVENTH: Mettler-Toledo Rainin, LLC hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48 of the Florida Statutes in any proceeding to enforce any obligations or rights of any dissenting shareholders of Calibrate, Inc.

EIGHTH: Mettler-Toledo Rainin, LLC agrees to pay any dissenting shareholders of Calibrate, Inc., the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, said constituent entities have caused these Articles to be executed by an authorized officer this 14 day of December, 2017.

[Remainder of page intentionally left blank.]

Calibrate, Inc.

By: David E. Kirtley
David Kirtley, Secretary

Mettler-Toledo Rainin, LLC

By: David E. Kirtley
David Kirtley, Secretary and Authorized
Representative

AGREEMENT AND PLAN OF MERGER
of
CALIBRATE, INC., a Florida Corporation
with and into
METTLER-TOLEDO RAININ, LLC, a Delaware Limited Liability Company

This Agreement is entered into as of December 19, 2017 by and among Calibrate, Inc., a Florida corporation ("Calibrate"), and Mettler-Toledo Rainin, LLC, a Delaware limited liability company ("Rainin").

WHEREAS, Calibrate is a wholly-owned subsidiary of Rainin; and

WHEREAS, the board of directors of Calibrate and the managers of Rainin deem it advisable and in the best interests of Calibrate and its shareholders and Rainin and its members that Calibrate merge with and into Rainin pursuant to this Agreement and the applicable laws of the State of Florida and the State of Delaware.

NOW, THEREFORE, in consideration of the provisions herein contained, the parties agree as follows.

Section 1: The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Calibrate, Inc.	Florida

Section 2: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mettler-Toledo Rainin, LLC	Delaware

Section 3: The terms and conditions of the merger are as follows:

Effective on December 31, 2017, Calibrate will merge with and into Rainin in accordance with the requirements of the laws of the State of Florida and the State of Delaware, whereupon the separate existence of Calibrate shall cease. Rainin shall be the constituent entity surviving such merger ("Surviving Party") and its name shall continue to be Mettler-Toledo Rainin, LLC.

The Certificate of Formation of Rainin as in effect immediately prior to the merger shall be and remain the Certificate of Formation of the Surviving Party. The Agreement of Limited Liability Company of Rainin as in effect immediately prior to the merger shall be and remain the Agreement of Limited Liability Company of the Surviving Party.

The managers of the Surviving Party shall be the managers of Rainin in office immediately prior to the merger and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Party shall be the officers of Rainin immediately prior to the merger and they shall hold office until their successors have been elected and have qualified.

Section 4: Calibrate is a wholly-owned subsidiary of Rainin. Upon the consummation of the merger, the shares of Calibrate will be cancelled.

Section 5: The names and business addresses of each manager of the Surviving Party is as follows:

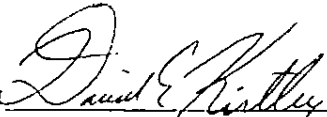
<u>Name</u>	<u>Address</u>
Gerhard Keller	7500 Edgewater Drive Oakland, CA 94621
James Petrek	7500 Edgewater Drive Oakland, CA 94621
William P. Donnelly	7500 Edgewater Drive Oakland, CA 94621
Clarke A. Wixon	7500 Edgewater Drive Oakland, CA 94621

Section 6: The effective date of the merger shall be December 31, 2017.

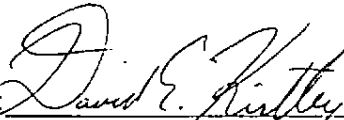
IN WITNESS WHEREOF, said constituent entities have caused this Agreement to be executed by authorized officers this 17th day of December, 2017.

[Remainder of page intentionally left blank.]

Calibrate, Inc.

By: 
David Kirtley, Secretary

Mettler-Toledo Rainin, LLC

By: 
David Kirtley, Secretary and Authorized
Representative