

M/3000007225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

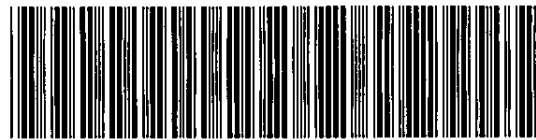
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE
12-30-13

RECEIVED
DEPARTMENT OF STATE
CORPORATION REGISTRATIONS
2013 DEC 26 PM 4:20
NOT RECORDED
TO AVOID DOUBLE
SUFFICIENCY OF FILING

FILED
2013 DEC 26 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
12/27/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 941345 5017647

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ ~~68.75~~ 78.75

ORDER DATE : December 26, 2013

ORDER TIME : 3:09 PM

ORDER NO. : 941345-010

CUSTOMER NO: 5017647

ARTICLES OF MERGER

INSTITUTE FOR MEDICAL
EDUCATION & RESEARCH, INC.

INTO

UNITED BIOSOURCE LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
10-30-13

FILED

2013 DEC 26 PM 4: 36

Articles of Merger
For
Florida Profit or Non-Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Institute for Medical Education & Research, Inc.	Florida	Corporation
United BioSource LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
United BioSource LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Corporation Service Company

2711 Centerville Road, Suite 400


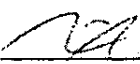
Wilmington, DE 19808

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Institute for Medical Education & Research, Inc.		Martin P. Akins
United BioSource LLC		Martin P. Akins

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

AGREEMENT AND PLAN OF MERGER
OF
INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.
(a Florida corporation)
WITH AND INTO
UNITED BIOSOURCE LLC
(a Delaware limited liability company)

This Agreement and Plan of Merger ("Plan") is entered into on December 26, 2013, by and between **Institute for Medical Education & Research, Inc.**, a Florida corporation and **United BioSource LLC**, a Delaware limited liability company.

1. Parties

Institute for Medical Education & Research, Inc. a corporation formed under the laws of Florida ("IMER"); and

United BioSource LLC, a limited liability company formed under the laws of Delaware ("United BioSource").

2. Surviving Entity

As a result of the merger of IMER with and into United BioSource, the surviving entity shall be United BioSource.

3. Merger

A Certificate of Merger will be filed with the Delaware Secretary of State ("Delaware Certificate") and Articles of Merger will be filed with the Florida Secretary of State ("Florida Articles"), with an effective date of December 30, 2013 ("Effective Date"). The separate existence of IMER shall cease on the Effective Date pursuant to the provisions of the Florida Business Corporation Act. United BioSource shall continue its existence pursuant to the Delaware Limited Liability Company Act.

4. Conversion and Exchange of Interests

- (a) *Merging Entity.* Upon the Effective Date of the merger, each share of common stock of IMER outstanding immediately prior to the merger shall be cancelled and cease to exist.

- (b) *Surviving Entity.* Upon the Effective Date of the merger, the outstanding membership interests of United BioSource will continue without modification as a result of the merger.
- (c) The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows: None.

5. Certificate of Formation and Limited Liability Company Agreement

The Certificate of Formation and Limited Liability Company Agreement of United BioSource as in effect prior to the merger shall be the Certificate of Formation and Limited Liability Company Agreement of the survivor without modification.

6. Management

- (a) The current Officers and Board of Directors of IMER shall terminate upon the Effective Date of the merger, and the current managing member and Officers of United BioSource shall continue to remain in their respective positions until their successors are elected and qualified under the Limited Liability Company Agreement of United BioSource.
- (b) The name and business address of the sole member of United BioSource is as follows:

United BioSource Holdings, Inc.
One Express Way
St. Louis, MO 63121

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed as the date first written above, by its duly authorized officers.

NON-SURVIVING ENTITY:

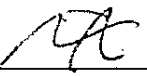
Institute for Medical Education & Research, Inc.
a Florida corporation

By: 

Martin P. Akins, Secretary

SURVIVING ENTITY:

United BioSource LLC
a Delaware limited liability company

By: 

Martin P. Akins, Secretary