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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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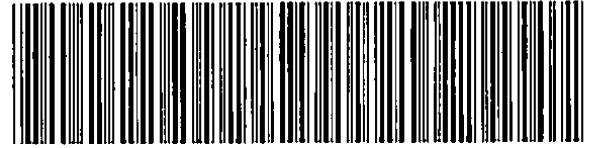
(Business Entity Name)

(Document Number)

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19 JUN 20 PM 4:32

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2019 JUN 20 AM 11:36

C. GOLDEN

JUN 21 2019

CG

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 813964 4339006

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 2019

ORDER TIME : 1:58 PM

ORDER NO. : 813964-010

CUSTOMER NO: 4339006

ARTICLES OF MERGER

ONLINE HEALTHNOW, INC.

INTO

RELIAS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Relias LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Jennifer Harper

Contact Person

Bertelsmann, Inc.

Firm/Company

1745 Broadway

Address

New York, NY 10019

City, State and Zip Code

jennifer.harper@bertelsmann.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Harper

at (212) 782-1074

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

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, 617.0302 or 605.1025, 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>
Online HealthNow, Inc.	Florida	Profit Corporation

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>
Relias 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, 605, 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: June 30, 2019 at 11:59 P.M.

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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:

1010 Sync Street

Suite 100

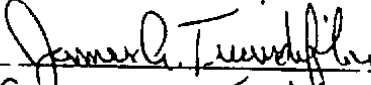
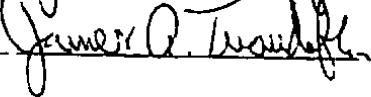
Morrisville, NC 27560

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:
Online HealthNow, Inc.		James A. Triandiflou
Relias LLC		James A. Triandiflou

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

This **AGREEMENT AND PLAN OF MERGER** is entered into as of the 18th day of June, 2019 by and between Online HealthNow Inc., a Florida corporation (the "*Merging Entity*") and Relias LLC, a Delaware limited liability company (the "*Surviving Entity*").

1. At the Effective Time, the Merging Entity shall be merged with and into the Surviving Entity, and the separate existence of the Merging Entity shall cease (the "*Merger*").
2. The Merging Entity is authorized to issue 10,000,000 shares of common stock, par value \$.0001 each, and 7,747,000 shares of common stock are outstanding, all of which are owned by the Surviving Entity. The Merging Entity is authorized to issue 2,000,000 shares convertible preferred stock, none of which are outstanding. Each share of common stock of the Merging Entity outstanding immediately prior to the Merger shall be cancelled at the Effective Time by virtue of the Merger and without any action on the part of the holder thereof, and no consideration shall be issued in respect thereof.
3. Each membership interest in the Surviving Entity outstanding immediately prior to the Merger shall remain unchanged and continue to remain outstanding at the Effective Time as a membership interest in the Surviving Entity.
4. The certificate of formation and operating agreement of the Surviving Entity in effect immediately prior to the Merger shall remain the certificate of formation and operating agreement of the Surviving Entity unless and until amended in accordance with their terms and applicable law.
5. The name of the Surviving Entity shall be **RELIAS LLC** until changed in accordance with applicable requirements.
6. The name and business address of each manager of the Surviving Entity are as follows:

Jaroslav Gabor	1745 Broadway New York, NY 10019
Kay Krafft	Carl-Bertelsmann-Straße 270 33335 Gütersloh, Germany
James A. Triandiflou	1010 Sync Street, Suite 100 Morristown, NC 27560
7. At the Effective Time, the Surviving Entity shall succeed to and possess all of the rights, privileges and powers of the Merging Entity, and all of the assets and property of whatever kind and character of the Merging Entity shall vest in the Surviving Entity

without further act or deed. From the Effective Time, the Surviving Entity shall be liable for all of the liabilities and obligations of the Merging Entity, and any claim or judgment against the Merging Entity may be enforced against the Surviving Entity.

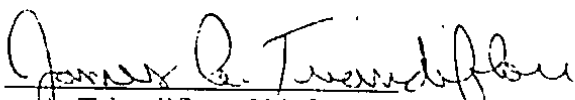
8. If at any time the Surviving Entity shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving Entity the title to any property or right of the Merging Entity, or otherwise to carry out the provisions hereof, the representatives of the Merging Entity as of the Effective Time shall execute and deliver any and all deeds, assignments and assurances, and do all things necessary or proper, to vest, perfect or convey title to such property or right in the Surviving Entity and otherwise to carry out the provisions of this Agreement.

9. The Merger shall become effective on June 30, 2019 at 11:59 P.M. Eastern Standard Time (the "*Effective Time*"), as shall be specified in Articles of Merger to be filed with the Florida Department of State and a Certificate of Merger to be filed with the Secretary of State of the State of Delaware. The Surviving Entity shall cause such other documents or instruments as may be prescribed by the laws of any other relevant jurisdiction to be filed or recorded, as required, in connection with the Merger.

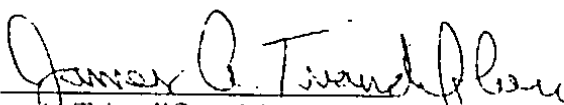
10. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first written above.

ONLINE HEALTNOW, INC.

By: 
James A. Triandiflou, Chief Executive Officer

RELIAS LLC

By: 
James A. Triandiflou, Manager