

## Florida Department of State

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## MERGER OR SHARE EXCHANGE MERIDIEN RESEARCH, INC.

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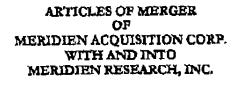
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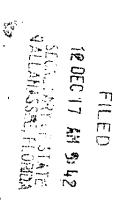
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The following Articles of Merger are being submitted in accordance with Section 607.1105 of the Florida Statutes:

The name, street address of its principal office, jurisdiction, and entity type of the FIRST: merging corporation (the "Merged Corporation") is as follows:

Name and Address

prisdiction

Florida

Entiry Type

Corporation

Maridien Acquisition Corp. c/o Celerity Partners IV, LLC 1901 Avenue of the Sous, Suite 400

Los Angeles, CA 90067

Florida Document/Registration Number: P12000098866

The name, street address of its principal office, purisdiction, and entity type of the SECOND: surviving corporation ("Surviving Corporation") is as follows:

Name and Address

lurisdiction

Entity Type

Meridico Research, Inc. 4751 664 Street N.

Florida

Corporation

Saint Petersburg, FL 33709

Florida Document/Registration Number: P00000009575

The Agreement and Plan of Merger (the "Merger Agreement") was approved by each corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and is on file at an office of the Surviving Corporation, the address of which is 4751 66th Street North, Saint Petersburg, Florida 33709.

The attached Plan of Merger was approved by all of the directors and the sole FOURTH: shareholder of the Merged Corporation on December 12, 2012.

The attached Plan of Merger was approved by all of the directors and all of the shareholders of the Surviving Corporation on December 17 2012.

These Articles of Marger shall be effective (the "Effective Date") upon delivery of confirmation by the Florida Department of State of the filing and acceptance of these Articles of Merger; provided, however, the effectiveness of these Articles of Merger shall be further conditioned upon the simultaneous merger of Insearch Acquisition Corp., a Florida corporation (FL Document

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No. P12000098869), with and into Insearch. Net Inc., a Florida corporation (FL Document No. P08000017526).

SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Corporation or the Articles of Incorporation or Bylaws of the Merged Corporation.

MERIDIEN ACQUISITION CORP., a Florida corporation

Mark R. Benham, President

"Merged Corporation"

MERIDIEN RESEARCH, INC.,

a Florida corporation

Cathy McWicker Collins, Chief Executive Officer

"Surviving Corporation"

8656336092

No. P120000098869), with said into Insearch. Not Inc., a Florida corporation (FL Document No. P08000017526).

SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Comporation or the Articles of Incorporation or Bylaws of the Merged Corporation.

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 17th day of December, 2012.

MERIDIEN ACQUISITION CORP.,

a Florida corporation

Mark R. Banham, President

"Merged Corporation"

MERIDIEN RESEARCH, INC.,

a Florida corporation

Cathy McWicker Collins, Chief Executive Officer

"Surviving Corporation"

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## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST:

The name and jurisdiction of the Surviving Corporation:

Name

Intisdiction

Meridien Research, Inc.

Florida

SECOND:

The name and jurisdiction of the Merging Corporation:

Name

<u>lurisdiction</u>

Meridien Acquisition Corp. Florida

THIRD:

The terms and conditions of the merger are as follows:

- At the Effective Time, pursuant to the Articles of Merger and the Florida Business Corporation Act, the separate existence of the Merging Corporation will cease, all the property, rights, privileges and powers of both the Merging Corporation and Surviving Corporation will be vested in the Surviving Corporation, and all debts, liabilities and duties of both the Merging Corporation and Surviving Corporation will become the debts, liabilities and duties of the Surviving Corporation (the "Merger").
- At the Effective Time, the articles of incorporation of the Surviving Corporation will be amended and restated to be substantially identical to the articles of incorporation of the Merging Corporation, until thereafter changed or amended as provided therein or by applicable law.
- At the Effective Time of the Merger, the bylaws of the Merging Corporation will become the bylaws of the Surviving Corporation.
- The directors of the Merging Corporation immediately prior to the Effective Time will become the directors of the Surviving Corporation and the officers of the Merging Corporation will become the officers of the Surviving Corporation, in each case until their respective successors are duly elected and qualified.
- FOURTH: The manner and basis of convening the shares of the Merging Corporation into shares of the Surviving Corporation and shares of the Surviving Corporation into cash or other property (the "Merger Consideration") are as follows:
- As of the Effective Time, by virtue of the Merger and without further action on the part of any party to the Merger, each share of common stock of the Merging Corporation that is issued and outstanding immediately prior to the Effective Time will become a fully paid and non-assessable share of common stock of the Surviving Corporation.
- As of the Effective Time, by virtue of the Merger and without any further action on the part of any party to the Merger, each issued and outstanding share of the Surviving Corporation will be cancelled and converted into the right to receive the Merger Consideration pursuant to the terms of the Merger Agreement.