

Wagner CC
10, 6/2/15

SUNSHINE CORPORATE & FILING SERVICES, INC.

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TALLAHASSEE, FLORIDA 32312

(850) 656-4724

TOLL FREE: 844-541-6792

COVER LETTER

WALK IN

ENTITY NAME: MSA ACQUISITION CO

CK # 1727

AMOUNT: 78.75

PLEASE FILE THE ATTACHED AND RETURN:

☐ PLAIN COPY

☒ CERTIFIED COPY

PLEASE CONTACT TINA AT 850-508-1891 FOR
FURTHER INFORMATION ON THIS MATTER.

THANK YOU!

TINA GOFF, PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 JUN -1 AM 9:49

**ARTICLES OF MERGER
OF
AVISENA, INC.
WITH AND INTO
MSA ACQUISITION CO.**

The following articles of merger (these "Articles of Merger") are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: THE SURVIVING PARTY

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Avisena, Inc.	Florida	P01000053320

SECOND: THE MERGING PARTY

The name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MSA Acquisition Co.	Florida	P15000043883

THIRD: A copy of the Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date and at the time that these Articles of Merger are filed with the Florida Department of State (the "Effective Time"). At the Effective Time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on May 27, 2015.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on June 1, 2015.

[Signatures on the following page]

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of June 1, 2015.

SURVIVING CORPORATION:

AVISENA, INC.

By: 
Name: Joseph Radigan
Title: Chief Executive Officer

MERGING CORPORATION:

MSA ACQUISITION CO.

By: _____
Name: Vipul Bansal
Title: President

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of June 1, 2015.

SURVIVING CORPORATION:

AVISENA, INC.

By: _____
Name: Joseph Radigan
Title: Chief Executive Officer

MERGING CORPORATION:

MSA ACQUISITION CO.

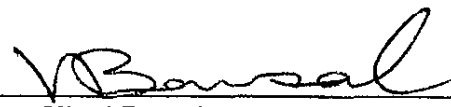
By: 
Name: Vipul Bansal
Title: President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER
for the merger of
MSA ACQUISITION CO., a Florida corporation,
with and into
AVISENA, INC., a Florida corporation

June 1, 2015

The following plan of merger ("Plan of Merger") is submitted in compliance with section 607.1101, Florida Statutes.

1. The surviving corporation is Avisena, Inc., a Florida corporation (the "Surviving Corporation").
2. The merging corporation is MSA Acquisition Co., a Florida corporation (the "Merging Corporation").
3. The terms and conditions of the merger are as follows:

3.1 The Surviving Corporation, the Merging Corporation and certain other parties have entered into that certain Agreement and Plan of Merger dated as of June 1, 2015 (the "Merger Agreement"), pursuant to which, among other things, the Merging Corporation is to be merged with and into the Surviving Corporation (the "Merger").

3.2 The Merger shall become effective at the date and time (the "Effective Time") when those certain Articles of Merger to which this Plan of Merger is attached are filed with the Florida Department of State.

3.3 At the Effective Time, in accordance with the Florida Business Corporation Act, the manner and basis of converting the shares of common stock of the Merging Corporation into shares of common stock of the Surviving Corporation will be as follows:

- (i) each share of common stock of the Merging Corporation outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Corporation; and
- (ii) each share of the capital stock of the Surviving Corporation outstanding immediately prior to the Effective Time, other than (i) Shares (as defined in the Merger Agreement) to be cancelled in accordance with the Merger Agreement and (ii) Dissenting Shares (as defined in the Merger Agreement), shall automatically and without any action on the part

of the holder thereof shall automatically and without any action on the part of the holder thereof cease to be outstanding, shall be automatically cancelled and shall be converted into the right to receive the Closing Per Share Merger Consideration (as defined in the Merger Agreement).

3.4 The Surviving Corporation and the Merging Corporation shall each take or cause to be taken all actions, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Florida to consummate and make effective the Merger pursuant to this Plan of Merger.


4. The articles of incorporation of the Merging Corporation as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation; *provided, however*, that the name of the corporation set forth therein shall be changed to "Avisena, Inc." and that the articles of incorporation of the Surviving Corporation shall be further amended.
5. This Plan of Merger may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[Signatures on the following page]

IN WITNESS WHEREOF the parties have executed this Plan of Merger as of the date first above written.

SURVIVING CORPORATION:

AVISENA, INC.

By: 
Name: Joseph Radigan
Title: Chief Executive Officer

MERGING CORPORATION:

MSA ACQUISITION CO.

By: _____
Name: Vipul Bansal
Title: President

IN WITNESS WHEREOF the parties have executed this Plan of Merger as of the date first above written.

SURVIVING CORPORATION:

AVISENA, INC.

By: _____
Name: Joseph Radigan
Title: Chief Executive Officer

MERGING CORPORATION:

MSA ACQUISITION CO.

By: V. Bansal
Name: Vipul Bansal
Title: President