

P04000160323

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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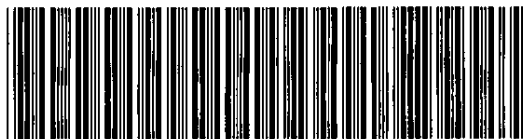
(Business Entity Name)

(Document Number)

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2010 OCT -3 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ACCOUNT NO. : I20000000195  
REFERENCE : 315032 4338256  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

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ORDER DATE : September 30, 2016  
ORDER TIME : 10:31 AM  
ORDER NO. : 315032-015  
CUSTOMER NO: 4338256

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ARTICLES OF MERGER

ANDA VETERINARY SUPPLY MERGER  
SUB CORP.

INTO

ANDA VETERINARY SUPPLY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

of

ANDA VETERINARY SUPPLY MERGER SUB CORP.,  
a Florida corporation

with and into

ANDA VETERINARY SUPPLY, INC.,  
a Florida corporation

October 3, 2016

FILED  
2016 OCT 3 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104, 607.1105 and 607.1109 of the Florida Business Corporation Act, Anda Veterinary Supply, Inc., a Florida corporation (the "Surviving Company"), and Anda Veterinary Supply Merger Sub Corp., a Florida corporation (the "Merging Company"), hereby adopt and execute the following Articles of Merger, for the purpose of merging Anda Veterinary Supply Merger Sub Corp. with and into Anda Veterinary Supply, Inc. (the "Merger"):

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified are as follows:

Name	Jurisdiction	Document Number
Anda Veterinary Supply, Inc.	Florida	P04000160323
Anda Veterinary Supply Merger Sub Corp.	Florida	P16000076672

SECOND: The surviving corporation in the Merger is **Anda Veterinary Supply, Inc.**

THIRD: That a Plan of Merger, attached hereto as Exhibit A, dated as of October 3, 2016, as amended, supplemented or otherwise modified from time to time, by and among the Surviving Company and the Merging Company (the "Plan of Merger") has been executed, adopted and approved by the Merging Company and the Surviving Company in accordance with the manner prescribed by the laws of the State of Florida.

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was duly adopted and approved by the constituent corporations to the Merger as follows:

(a) The Plan of Merger was adopted by the shareholders of the Surviving Corporation on October 3, 2016; and

(b) The Plan of Merger was adopted by the shareholders of the Merging Company on October 3, 2016.

*[Signatures on Next Page]*

IN WITNESS WHEREOF, each of the Merging Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective duly authorized officer on the date first written above.

**ANDA VETERINARY SUPPLY, INC.**

By: Jamie Berlanska  
Name: Jamie Berlanska  
Title: President

By: \_\_\_\_\_  
Name: Brian Shanahan  
Title: Secretary

**ANDA VETERINARY SUPPLY MERGER SUB  
CORP.**

By: Jamie Berlanska  
Name: Jamie Berlanska  
Title: President

By: \_\_\_\_\_  
Name: Brian Shanahan  
Title: Secretary

IN WITNESS WHEREOF, each of the Merging Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective duly authorized officer on the date first written above.

**ANDA VETERINARY SUPPLY, INC.**

By: \_\_\_\_\_  
Name: Jamie Berlanska  
Title: President

By: Brian Shanahan  
Name: Brian Shanahan  
Title: Secretary

**ANDA VETERINARY SUPPLY MERGER SUB  
CORP.**

By: \_\_\_\_\_  
Name: Jamie Berlanska  
Title: President

By: Brian Shanahan  
Name: Brian Shanahan  
Title: Secretary

**Exhibit A**  
**Plan of Merger**  
*See attached*

## **PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") is entered into as of October 3, 2016, between Anda Veterinary Supply, Inc., a Florida corporation, as the surviving entity ("AVS"), and Anda Veterinary Supply Merger Sub Corp., a Florida corporation ("Merger Sub").

WHEREAS, Merger Sub is a corporation duly organized and existing under the laws of the State of Florida of which 100% of the issued and outstanding shares of stock (the "Merger Sub Stock") are held by Anda Holdco Corp., a Delaware corporation (the "Merger Sub Shareholder");

WHEREAS, AVS is a corporation duly organized and existing under the laws of the State of Florida of which 100% of the issued and outstanding shares of stock are held by Merger Sub ("AVS Shareholder"); and

WHEREAS, (i) the Merger Sub Shareholder has determined that it is in its best interest that Merger Sub shall merge with and into AVS, with AVS being the surviving entity (the "Merger"), and (ii) AVS and Merger Sub have approved the Merger on the terms and subject to the conditions set forth herein in accordance with the applicable provisions of the laws of the State of Florida.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

The Merger. Upon the terms and subject to the conditions hereinafter set forth and in accordance with Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined below), Merger Sub shall be merged with and into AVS and thereupon the separate existence of Merger Sub shall cease, and AVS, as the surviving entity (the "Surviving Entity"), shall continue to exist under and be governed by the FBCA.

Filing. AVS will cause articles of merger, in compliance with the provisions of applicable laws of the State of Florida, to be executed and filed with the office of the Florida Department of State (the "Articles of Merger").

Effective Date of Merger. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Governing Documents. At the Effective Time, the articles of incorporation and the by-laws of Merger Sub shall cease to exist, and the articles of incorporation and the by-laws of AVS shall govern the Surviving Entity according to the applicable laws of the State of Florida.

Board of Directors and Officers. The persons who are members of the board of directors of Merger Sub and the officers of Merger Sub prior to the Effective Time shall, after the Effective Time, be the members of the board of directors of the Surviving Entity and as officers of the Surviving Entity.



### Effect of Merger on Outstanding Shares

(a) Cancellation of Merger Sub Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Merger Sub Stockholder, all of the Merger Sub Stock which is held immediately prior to the Effective Time shall be canceled and extinguished.

(b) All of the shares of capital stock of AVS immediately prior to the Effective Time shall, by virtue of the Merger and without any action by any holder thereof, either AVS or Merger Sub or any other person or entity, be converted into 100 shares of common stock, par value \$0.001 per share, and shall represent all of the outstanding equity interest of the Surviving Entity, which will be deemed to have been transferred to Anda Holdco, Inc., a Delaware corporation, the sole shareholder of Merger Sub immediately prior to the consummation of the Merger.

(c) Shareholders of AVS who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 thereof, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares of AVS.

Effect of Merger. From and after the Effective Time, the Surviving Entity shall possess all of the assets of every kind and description, and every interest in the assets, wherever located, and all of the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of AVS and Merger Sub and all obligations belonging to or due to each of AVS and Merger Sub, all of which shall vest in the Surviving Entity at the Effective Time without further act or deed. The Surviving Entity shall be liable for all the obligations of AVS and Merger Sub, and any claim existing, or action or proceeding pending, by or against AVS or Merger Sub may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and all the rights of creditors of each of AVS and Merger Sub shall be preserved unimpaired.

Execution, Filing and Recordation. AVS and Merger Sub agree that they will cause to be executed and filed and recorded any document, agreement or instrument prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts, within the State of Florida and elsewhere, to effectuate the Merger.

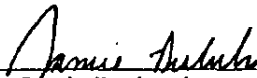
Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be amended or terminated and abandoned at any time prior to the Effective Time, whether before or after adoption and approval of this Agreement, by the vote of the AVS Shareholder (in its capacity as the sole stockholder of AVS) or the Merger Sub Shareholder (in its capacity as the sole stockholder of Merger Sub), whichever the case may be. In the event of such termination and abandonment, this Agreement shall forthwith become null and void and neither party nor its respective officers, directors, managers, members or equityholders shall have any liability hereunder.

Counterparts. This Agreement may be signed in one or more counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which shall constitute one and the same agreement.

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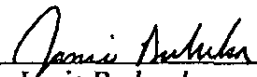
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

**ANDA VETERINARY SUPPLY, INC.**

By:   
Name: Jamie Berlanska  
Title: President

By: \_\_\_\_\_  
Name: Brian Shanahan  
Title: Secretary

**ANDA VETERINARY SUPPLY  
MERGER SUB CORP.**

By:   
Name: Jamie Berlanska  
Title: President

By: \_\_\_\_\_  
Name: Brian Shanahan  
Title: Secretary

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