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MERGER OR SHARE EXCHANGE

NEURO IOM SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF MERGER 2008 APR 23 PM 3:38
OF
NEUROMETRICS, INC. SECRETARY OF STATE
INTO TALLAHASSEE, FLORIDA
NEURO IOM SERVICES, INC.

ARTICLES OF MERGER between NEURO IOM SERVICES, INC., a Florida corporation ("Surviving Corporation") and NEUROMETRICS, Inc., a Florida corporation ("Disappearing Corporation").

1. The name, jurisdiction and Document Number of the Surviving Corporation are as follows:

NEURO IOM SERVICES, INC. Florida Document Number P06000117861

2. The name, jurisdiction and Document Number of the Disappearing Corporation are as follows:

NEUROMETRICS, INC. Florida Document Number P96000009724

3. Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"), Disappearing Corporation and Surviving Corporation adopt the following Articles of Merger:

A. These Articles of Merger and Plan of Merger, between Disappearing Corporation and Surviving Corporation was approved at Board of Directors meetings of the respective corporations held in Lake Worth, Florida on March 10, 2008 and they recommended the merger to the shareholders. The shareholders of Disappearing Corporation and Surviving Corporation approved the merger by virtue of their written action, pursuant to the provisions of F. S. 607.0704 and 607.0821.

B. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation's stock will be acquired by means of a merger into the Surviving Corporation.

C. The Plan of Merger is attached as **Exhibit "A"** and incorporated by reference as if fully set forth.

D. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of the State of Florida.

Jeffrey L. Cohen, Esq. (Florida Bar #703988)
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
561-278-9400

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IN WITNESS WHEREOF, the parties hereto have set their hands this 22 day of April, 2008

NEURO IOM SERVICES, INC., a Florida corporation ("Surviving Corporation")

By: 

Morris Shlamowitz, M.D., President

NEUROMETRICS, INC., a Florida corporation ("Disappearing Corporation")

By: 

Cathleen Zippay, President

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EXHIBIT A**PLAN OF MERGER**

Merger between NEURO IOM SERVICES, INC., a Florida corporation (the "Surviving Corporation" or "NEURO IOM") and NEUROMETRICS, INC. (the "Disappearing Corporation" or "NEUROMETRICS") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. Of the Florida Business Corporation Act (the "Act").

1. NEURO IOM is a corporation organized and existing under the laws of the State of Florida, Document Number P06000117861 with its principal office at 1926 10th Avenue North, Lake Worth, Florida 33461. NEURO IOM has a capitalization of 7,500 authorized shares of \$1.00 par value common stock of which 200 shares are issued and outstanding.
2. NEUROMETRICS is a corporation organized and existing under the laws of the State of Florida, Document Number P96000009724 with its principal office at 1926 10th Avenue North, Lake Worth, Florida 33461. NEUROMETRICS has a capitalization of 7,500 authorized shares of \$1.00 par value common stock of which 200 shares are issued and outstanding.
3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the Merger (the "Effective Date") shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, until further amended as permitted by law.
4. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of the Disappearing Corporation's stock issued and outstanding at that time shall be surrendered and converted to the stock of the Surviving Corporation, in accordance with this Plan. Similarly, each share of the Surviving Corporation's stock issued and outstanding at that time shall be surrendered and reissued, in accordance with this Plan. The distribution of the new stock in the Surviving Corporation to the former shareholders of the Disappearing and Surviving Corporations shall be proportional to their stock holdings in those corporations prior to the merger.
5. Satisfaction of Rights of Disappearing Corporation's Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
6. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, assets and franchises, subject to its

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restrictions, liabilities, disabilities and duties, all as more particularly set forth in Section 607.1106 of the Act.

7. **Supplemental Action.** If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Department of State and Effective Date.** Upon the closing of the merger as described herein, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form in which this Plan is attached and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles of Merger.

9. **Amendment and Waiver.** Any of the terms and conditions of this Plan may be waived at any time by one (1) of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party or may be amended or modified, in whole or in part, at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

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