

6/29/2015 2:50:34 PM From: To: (850) 617-5380 (1/8)

Division of Corporations

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
BISCAYNE NEUROTHERAPEUTICS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

15 JUN 29 PM 4:40

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA, in connection with the Merger (as such term is defined below):

FIRST. The name and state of incorporation of the surviving corporation ("Surviving Corporation") in the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>	<u>DOCUMENT NUMBER</u>
Insero Health Inc.	Florida	P11000098851

SECOND. The name and state of incorporation of the merging corporation ("Merging Corporation") in the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>	<u>DOCUMENT NUMBER</u>
Biscayne Neurotherapeutics, Inc.	Florida	P15000045662

THIRD. At the Effective Time (as defined below), Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") and the separate existence of Merging Corporation shall cease. Surviving Corporation is the surviving corporation in the Merger and will change its name to "Biscayne Neurotherapeutics, Inc."

FOURTH. A copy of the Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A and made a part hereof by this reference as if fully set forth herein.

FIFTH. The Merger shall become effective (the "Effective Time") at 11:59 P.M., Eastern Time, on June 30, 2015.

SIXTH. The Plan of Merger was adopted by the Board of Directors of Surviving Corporation on June 10, 2015 and was approved by the shareholders of Surviving Corporation on June 11, 2015.

SEVENTH. The Plan of Merger was adopted by the Board of Directors of Merging Corporation on May 22, 2015 and was approved by the sole shareholder of Merging Corporation on May 22, 2015.


These Articles of Merger may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

[Signatures to Follow]

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29th IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of June 29th, 2015.

BISCAYNE NEUROTHERAPEUTICS INC.

By: 
Name: Samuel J. Reich
Title: President

INSERO HEALTH INC.

By: _____
Name: Stephen D. Collins
Title: Chief Executive Officer

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29th IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of June 2015.

BISCAYNE NEUROTHERAPEUTICS INC.

By: _____
Name: Samuel J. Reich
Title: President

INSERO HEALTH INC.

By: Stephen D. Collins
Name: Stephen D. Collins
Title: Chief Executive Officer

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of June 29, 2015, is entered into by and between Biscayne Neurotherapeutics, Inc., a Florida corporation ("Merger Sub"), and Insero Health Inc., a Florida corporation ("Insero") and, together with Merger Sub, the "Constituent Corporations").

EIGHTH. RECITALS:

WHEREAS, each of the Constituent Corporations is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the board of directors and the shareholders of Merger Sub have determined that it is advisable and in the best interests of Merger Sub that, subject to the terms and conditions of that certain Agreement and Plan of Merger entered into by and among Biscayne Pharmaceuticals Inc., a Florida corporation, and the Constituent Corporations, of even date herewith (the "Merger Agreement"), Merger Sub merge with and into Insero, upon the terms and conditions of the Merger Agreement (the "Merger");

WHEREAS, the board of directors and shareholders of Insero have determined that the Merger is advisable and in the best interests of Insero and that, subject to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into Insero, upon the terms and conditions of the Merger Agreement; and

WHEREAS, the Constituent Corporations have duly adopted and approved this Plan of Merger in accordance with the provisions of the Florida Business Corporations Act (the "Act").

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Corporations hereby agree as follows:

1. Constituent Corporations. Merger Sub and Insero shall be parties to the Merger. The name of the Surviving Corporation shall be "Biscayne Neurotherapeutics Inc."

2. Terms and Conditions of Merger. At the Effective Time (as defined below), Merger Sub shall merge with and into Insero (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of Merger Sub shall cease, and Insero shall continue to exist in accordance with the applicable provisions of the Act except that its name shall be changed to "Biscayne Neurotherapeutics Inc." The Merger shall become effective at 11:59 P.M., Eastern Time, on June 30, 2015 (such date and time, the "Effective Time").

3. Effect on Capital Stock.

(a) Cancellation of Merger Sub Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations, each share of common stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one (1) fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation, and such common stock of the Surviving Corporation issued on that conversion will constitute all of the issued and outstanding shares of capital stock of the Surviving Corporation immediately following the Effective Time.

(b) Conversion of Insero Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations, each share of common stock of Insero issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive the Per Share Merger Consideration, as defined in the Merger Agreement.

4. Governing Documents.

(a) Articles of Incorporation. As of the Effective Time, the articles of incorporation of Merger Sub as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation until amended in accordance with applicable law.

(b) Bylaws. As of the Effective Time, the Bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law.

5. Succession. At the Effective Time, the corporate identity, property, purposes, powers, franchises, rights and obligations of Merger Sub shall be transferred to, vest in, and be merged with Insero, without further act or deed.

6. Amendment of Plan. This Plan of Merger may be amended by the Constituent Corporations, by action taken or authorized by their respective boards of directors. This Plan of Merger may not be amended (other than for correction of typographical errors) except by an instrument in writing signed on behalf of each of the Constituent Corporations.

[Signatures follow on next page]

6/29/2015 2:50:31 PM From: To: 8506176380(7/8)

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 27 day of June, 2015.

INSERO HEALTH INC.

By: 

Name: Stephen D. Collins

Title: Chief Executive Officer

BISCAYNE NEUROTHERAPEUTICS, INC.

By: _____

Name: Samuel J. Reich

Title: President


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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 27 day of June, 2015.

INSERO HEALTH INC.

By: _____
Name: Stephen D. Collins
Title: Chief Executive Officer

BISCAYNE NEUROTHERAPEUTICS, INC.

By:  _____
Name: Samuel J. Reich
Title: President