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(Requestor's Name)

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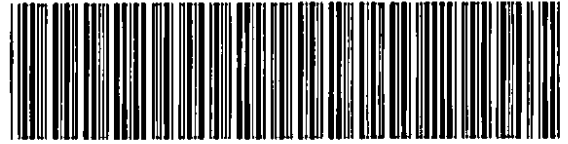
(Business Entity Name)

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STATE OF FLORIDA
FALLAHASSEE, FLORIDA

2018 SEP 27 AM 8:59

FILED

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

18 SEP 27 PM 1:51

SEP 28 2018

Melissa

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

ACCOUNT NO. : I20000000195

REFERENCE : 415194 4325457

AUTHORIZATION :

COST LIMIT : \$ 0.00



ORDER DATE : September 27, 2018

ORDER TIME : 1:24 PM

ORDER NO. : 415194-010

CUSTOMER NO: 4325457

ARTICLES OF MERGER

BISCAYNE NEUROTHERAPEUTICS,
INC.

INTO

BISCAYNE NEUROTHERAPEUTICS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER OF
BISCAYNE NEUROTHERAPEUTICS, INC.
WITH AND INTO
BISCAYNE NEUROTHERAPEUTICS, INC.**

FILED
2018 SEP 27 AM 11:30
TALLAHASSEE, FLORIDA

The following articles of merger (the "Articles") are hereby submitted pursuant to Section 607-1105 of the Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Formation Type
Biscayne Neurotherapeutics, Inc.	Delaware	Corporation
Biscayne Neurotherapeutics, Inc.	Florida	Corporation

SECOND: The name and jurisdiction of the surviving corporation is Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware.

THIRD: The attached plan of merger was approved by Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Florida, in accordance with the applicable provisions of Chapters 607 of the Florida Statutes on September 27, 2018. The attached plan of merger did not require shareholder approval.

FOURTH: The attached plan of merger was approved by Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware, in accordance with the applicable laws of the state of Delaware on September 27, 2018.

FIFTH: The merger shall become effective on the date the Articles are filed with the Secretary of State of the State of Florida.

SIXTH: The surviving corporation's principal office address in its home state, country or jurisdiction is as follows:

4770 Biscayne Blvd
Suite 660
Miami, FL 33137

DULY EXECUTED and delivered by a duly authorized officer of each of the Constituent Corporations on September 27, 2018.

THE MERGING CORPORATION: BISCAYNE NEUROTHERAPEUTICS, INC.



By: _____
Stephen Collins
Chief Executive Officer

THE SURVIVING CORPORATION: BISCAYNE NEUROTHERAPEUTICS, INC.



By: _____
Stephen Collins
Chief Executive Officer

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	Jurisdiction	Formation Type
Biscayne Neurotherapeutics, Inc.	Delaware	Corporation
Biscayne Neurotherapeutics, Inc.	Florida	Corporation

SECOND: The name and jurisdiction of the surviving corporation is Biscayne Neurotherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware.

THIRD: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each outstanding share of Series A Preferred Stock of Biscayne Neurotherapeutics, Inc., a Florida corporation, will be converted into one share of Series A Preferred Stock of Biscayne Neurotherapeutics, Inc., a Delaware corporation. Each outstanding share of Series B Preferred Stock of Biscayne Neurotherapeutics, Inc., a Florida corporation, will be converted into one share of Series B Preferred Stock of Biscayne Neurotherapeutics, Inc., a Delaware corporation. Each outstanding share of Common Stock of Biscayne Neurotherapeutics, Inc., a Florida corporation, will be converted into one share of Common Stock of Biscayne Neurotherapeutics, Inc., a Delaware corporation.