

Division of Corporations

Page 1 of 1

P12000083165

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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RE-SUBMIT

To:

Division of Corporations
Fax Number : (850) 617-6380

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Fax Number : (850) 878-5368

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annual report mailings. Enter only one email address please.**

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**MERGER OR SHARE EXCHANGE
SpineZ Acquisition Corp.**

Certificate of Status	0
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C. LEWIS

SEP 17 2013

EXAMINER

RECEIVED

13 SEP 17 AM 10:14

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDASECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 SEP 13 PM 3:06

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9/16/2013 9:49:04 AM PAGE

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Fax Server

September 16, 2013

DEBRIDE, INC.
1234 AIRPORT RD, SUITE 105
DESTIN, FL 32541

SUBJECT: DEBRIDE, INC.
REF: P12000083165

RE-SUBMIT

Please retain original filing
date of submission 9/13

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Debride, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Steve Gorlin
Contact Person

Debride, Inc.
Firm/Company

1234 Airport Road, Suite 105
Address

Destin, FL 32541
City/State and Zip Code

sgorlin@gorlincompanies.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arthur Marcus
Name of Contact Person

At (212) 930-9700
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Debride, Inc.</u>	<u>Florida</u>	<u>P12000083165</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SpineZ Acquisition Corp.</u>	<u>Florida</u>	<u>P13000075387</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 12, 2013.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 12, 2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Debride, Inc.

Steve Gortin

SpineZ Acquisition Corp.

Steve Gortin

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Debride, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SpineZ Acquisition Corp.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

SpineZ Acquisition Corp., a wholly-owned subsidiary of SpineZ Corp., a Nevada corporation ("Spinez"), will merge with and into Debride, Inc. The separate corporate existence of SpineZ Acquisition Corp. will cease and Debride, Inc. will continue as the surviving corporation of the merger (the "Surviving Corporation"). The Articles of Incorporation of the Surviving Corporation will be in the form of the Articles of Incorporation of SpineZ Acquisition Corp., except that the name of the Surviving Corporation will be Debride, Inc. The Bylaws of the Surviving Corporation will be the Bylaws of SpineZ Acquisition Corp. The officers and directors of the Surviving Corporation will be as set forth on Exhibit A hereto.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
See Exhibit B.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:
See Exhibit C.

Other provisions relating to the merger are as follows:

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**SECRETARY OF STATE
TAULAHASSEE, FLORIDA**

Exhibit A to Articles of Merger

Major General C.A. "Lou" Hennies	Chairman of the Board
James R. Andrews, M.D.	Director
Scott M. W. Hauke, M.D.	Inventor, Co-Founder of Debride, Director
Thomas E. Hills	Director
Dr. Randal Betz	Director
Larry Papasan	Director
Jarrett Gorlin	Chief Executive Officer and President, and Director
Patrick Kullmann	Chief Operating Officer
Charlie Farrar	Chief Financial Officer
Dennis Moon	Senior Vice President

Exhibit B to Articles of Merger

Each issued and outstanding share of common stock of SpineZ Acquisition Corp. will be converted into the right to receive 1.9357 shares of common stock of SpineZ, will be the 100% owner of the Surviving Corporation. Each issued and outstanding share of common stock of SpineZ Acquisition Corp. will be converted into one share of common stock of the Surviving Corporation.

Exhibit C to Articles of Merger

Restated Articles of Incorporation of Debride, Inc.

ARTICLE 1

NAME

The name of the corporation is Debride, Inc. (the "Corporation").

ARTICLE 2

RESIDENT AGENT AND REGISTERED OFFICE

The initial registered office of the Corporation shall be at 1234 Airport Road, Suite 105, Destin, Okaloosa County, Florida 32541. The initial registered agent of the Corporation at such address shall be Steve Gorlin.

ARTICLE 3

CAPITAL STOCK

The total number of shares of stock this Corporation is authorized to issue shall be one thousand (1,000) shares, all 1,000 shares of which shall be designated as Common Stock, with par value of \$0.001 per share.

ARTICLE 4

PRINCIPAL OFFICE

The initial principal office of the Corporation shall be at 1234 Airport Road, Suite 105, Destin, Okaloosa County, Florida 32541.

ARTICLE 5

DIRECTORS

The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, except that at no time shall there be less than one director