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2017 DEC 13 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger

DEC 15 2017  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ASTAR MEDICAL GROUP, 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:

GARY C. MATZNER

\_\_\_\_\_  
Contact Person

Kopelowitz Ostrow, P.A.

\_\_\_\_\_  
Firm/Company

2800 Ponce de Leon Boulevard, Suite 1100

\_\_\_\_\_  
Address

Coral Gables, FL, 33134

\_\_\_\_\_  
City/State and Zip Code

matzner@kolawyers.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary C. Matzner

\_\_\_\_\_  
Name of Contact Person

At ( 305 ) 384-7645

\_\_\_\_\_  
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

# **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)
ASTAR MEDICAL GROUP INC	FLORIDA	P13000008650

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ASTAR MERGERCORP, INC.	FLORIDA	P17000090773

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
11/10/2017 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 11/10/2017.

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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2017 DEC 13 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Astar Medical Group, Inc.**

M. Schwartzbard  
M. Schwartzbard

**Mark Shvartsburd, President**

Astar Mergercorp, Inc.

**Mark Shvartsburd, President**

## **PLAN OF MERGER**

This **PLAN OF MERGER** ("Plan of Merger"), dated as November 10, 2017, is approved and adopted by the undersigned, as sole member of the Board of Directors of Astar Mergercorp, Inc., a Florida corporation ("Mergercorp").

### **RECITALS**

A. Astar Medical Group, Inc. ("Astar") is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida. Eighty percent (80%) of the outstanding common stock of Astar is owned by Mergercorp. The remaining twenty percent (20%) of the outstanding common stock of Astar is owned by Dr. Albert Starikov ("Starikov").

B. Mergercorp is a Florida corporation duly organized, validly existing, and in good standing under the laws of the State of Florida. One hundred percent (100%) of the outstanding common stock of Mergercorp is owned by Mark Shvartsburd ("Shvartsburd").

C. In accordance with the provisions of Sections 607.1104, Fla. Stat., the Boards of Directors of Mergercorp has approved the merger of Mergercorp with and into its subsidiary Astar, such that the corporate existence of Mergercorp will terminate and Astar will be the surviving corporation and the shareholder of Mergercorp has approved the merger of Mergercorp with and into Astar, in accordance with the terms described in this Plan of Merger (the "Merger").

## **PLAN OF MERGER**

### **1. MERGER**

**1.1. Surviving Corporation.** Subject to the terms and conditions of this Plan of Merger, Mergercorp shall be merged with and into Astar under and in accordance with Section 607.1104, Fla. Stat. As a result of the Merger, the separate corporate existence of Mergercorp shall cease and Astar shall continue as the surviving corporation, under its current corporate name, Astar Medical Group, Inc.

**1.2. Articles of Merger.** This Plan of Merger shall also constitute the articles of merger required to be filed with the Florida Department of State. Astar shall file a duly executed copy of this Plan of Merger with the Florida Department of State, as required by Section 607.1105, Fla. Stat.

**1.3. Effective Date of Merger.** The Merger shall be effective on the date of filing of this Plan of Merger (the "Effective Date"), which shall not occur until at least thirty (30) days after this Plan of Merger has been mailed to each shareholder of Astar.

### **2. TERMS AND CONDITIONS**

At the Effective Date:

2.1. All of the shares of Mergercorp held by Shvartsburd will be converted into two hundred (200) shares of the authorized common stock of Astar.

2.2. Subject to the right to appraisal, as provided in Section 607.1302, Fla. Stat., Starikov, as holder of all of the remaining shares of Astar not held by Mergercorp and representing twenty percent (20%) of Astar's issued and outstanding shares of common stock prior to the Effective Date, will be entitled to receive from Astar a cash payment equal to Ten Thousand Dollars (\$10,000), which represents the fair market value of such shares.

### **3. MANAGEMENT OF SURVIVING CORPORATION**

The Board of Directors and the officers of Astar serving in such positions prior to the Effective Date shall continue to serve in such positions after consummation of the Merger and shall continue to manage Astar, as the surviving corporation, on substantially the same basis as prior to the Effective Date.

### **4. MISCELLANEOUS**

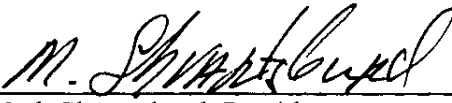
4.1. **Appraisal Rights.** Any shareholders of Astar may be entitled, if they comply with the provisions of Chapter 607 of the Florida Statutes regarding appraisal rights, to be paid the fair value of their shares.

4.2. **Counterpart Executions.** This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original, and all of which taken together shall be deemed to be a single instrument.

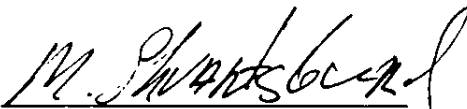
4.3. **Approvals.** The sole director and shareholder of Mergercorp has approved this Plan of Merger and the Merger contemplated hereby by the voting percentages required by applicable law and the articles of incorporation of Mergercorp.

[Signatures on the following page]

**IN WITNESS WHEREOF**, the undersigned, as sole Director of Mergercorp has caused this Plan of Merger to be approved and adopted as of the date first above written.

  
\_\_\_\_\_  
Mark Shvartsburd, President

**ACCEPTED AND AGREED:**  
**ASTAR MEDICAL GROUP, INC.**, a Florida corporation

By:   
\_\_\_\_\_  
Mark Shvartsburd, President