

P14000022994

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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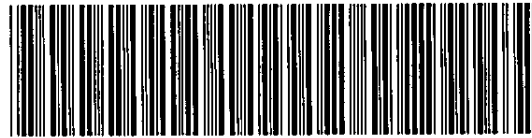
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DIVISION OF CORPORATIONS

4-1-14
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 OCT -6 AM 9:07

EFFECTIVE DATE
10-6-14

C. Lewis
10-7-14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 326505 7772636

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 6, 2014

ORDER TIME : 2:20 PM

ORDER NO. : 326505-010

CUSTOMER NO: 7772636

ARTICLES OF MERGER

EYENOVIA, INC.

INTO

EYENOVIA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS

14 OCT -6 AM 9:07

ARTICLES OF MERGER

OF

EYENOVIA, INC.
A FLORIDA CORPORATION

P14000022994

WITH AND INTO

EYENOVIA, INC.
A DELAWARE CORPORATION
BEING THE SURVIVING CORPORATION

EFFECTIVE DATE

10-6-14

In accordance with Sections 607.1105 and 607.1109 of the Florida Business Corporation Act (the "FBCA"), the undersigned do hereby certify:

1. The Agreement and Plan of Merger between Eyenovia, Inc. ("F-Corp"), a Florida Corporation, and Eyenovia, Inc. ("D-Corp"), a Delaware Corporation, is attached hereto as Exhibit A (the "Plan of Merger").
2. The merger of F-Corp with and into D-Corp shall become effective on October 6, 2014, at 11:59 PM, Eastern Time, after the filing with the Department of State of the State of Florida (the "Department of State") of these Articles of Merger.
3. The Plan of Merger was duly approved and adopted by the board of directors and the sole shareholder entitled to vote on the merger of F-Corp on October 3, 2014 pursuant to the FBCA. The Plan of Merger was duly approved and adopted by the board of directors of D-Corp on October 3, 2014 pursuant to the Delaware General Corporation Law. Approval of the shareholders of D-Corp was not required.
4. The address of the registered office of D-Corp, the surviving corporation, in the State of Delaware is Corporation Service Company and its registered agent at such address is 2711 Centerville Road, Suite 400, City of Wilmington, Count of New Castle, Delaware 19808.
5. D-Corp hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of F-Corp and agrees to promptly pay to the dissenting shareholders of F-Corp amounts, if any, to which they are entitled under Section 607.1302 of the FBCA.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as
of the 3rd day of October, 2014.

EYENOVIA, INC.

a Florida corporation

By: 

Name: Tsontcho Ianchulev

Title: CEO

EYENOVIA, INC.

a Delaware corporation

By: 

Name: Tsontcho Ianchulev

Title: CEO

Exhibit A

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DIVISION OF CORPORATIONS

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**AGREEMENT AND PLAN OF MERGER
OF**

**EYENOVIA, INC.,
A FLORIDA CORPORATION**

**WITH AND INTO
EYENOVIA, INC.,
A DELAWARE CORPORATION**

This Agreement and Plan of Merger, dated as of this 6th day of October, 2014, is made by and between, Eyenovia, Inc. ("F-Corp"), a Florida corporation, and Eyenovia, Inc. ("D-Corp"), a Delaware corporation and the sole shareholder of F-Corp.

WHEREAS, F-Corp and D-Corp have each determined that it is in their best interests for F-Corp to merge with and into D-Corp (the "Merger"), so that D-Corp will continue as the surviving entity of the Merger;

NOW, THEREFORE, in consideration of the foregoing premise and the agreements contained herein, the parties hereby agree as follows:

I.

CONSTITUENT ENTITIES

The name of each constituent entity is as follows: Eyenovia, Inc., a Florida corporation, and Eyenovia, Inc., a Delaware corporation and the sole shareholder of F-Corp.

II.

SURVIVING ENTITY

The name of the surviving entity is Eycnovia, Inc., a Delaware corporation, and following the Merger its name shall remain Eyenovia, Inc. The address of the registered agent in Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, Count of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

III.

MERGER

Pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act, F-Corp shall be merged with and into D-Corp.

IV.

CERTIFICATE OF INCORPORATION AND BYLAWS

At the Effective Time (as defined in Article VI below), the Certificate of Incorporation and Bylaws of D-Corp in effect immediately prior to the time the Merger becomes effective shall be and remain in effect for the surviving entity until thereafter duly altered, amended or repealed in accordance with applicable law. No amendments to the Certificate of Incorporation are desired to be effected.

V.

MANNER AND BASIS OF CONVERTING INTEREST

(a) D-Corp Capital Stock. At the Effective Time, each share of capital stock of D-Corp that is issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding and unchanged as a result of the Merger.

(b) F-Corp Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of F-Corp, all shares of F-Corp capital stock outstanding as of the Effective Time shall be cancelled, and no cash, securities or other consideration of any kind shall be issued or paid for such shares of F-Corp capital stock pursuant to the Merger.

VI.

EFFECTIVE TIME

The Merger shall become effective at 11:59 p.m. E.T. on October 6, 2014 (the "Effective Time").

VII.

DIRECTORS AND OFFICERS

At the Effective Time, the directors and officers of D-Corp immediately prior to the Merger shall remain the directors and officers of D-Corp after the Merger holding office in accordance with the Certificate of Incorporation and Bylaws of D-Corp.

VIII.

AUTHORIZATION AND APPROVAL

This Agreement and Plan of Merger has been authorized and approved by the respective Board of Directors of D-Corp and F-Corp in accordance with Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties hereto have caused their duly authorized representatives to execute this Agreement and Plan of Merger as of the date first above written.

EYENOVIA, INC.

a Florida corporation

By: 

Name: Sean Iachulev

Title: Chief Executive Officer

EYENOVIA, INC.

a Delaware corporation

By: 

Name: Sean Iachulev

Title: Chief Executive Officer