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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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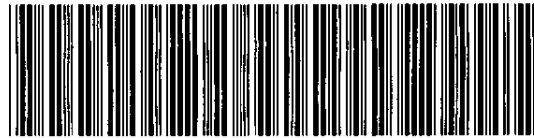
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
JUN 30 PM 12:39  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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JUN 30 AM 11:29

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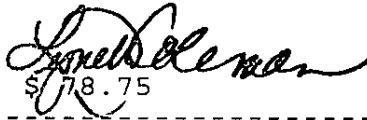
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 689640 5151541

AUTHORIZATION :

COST LIMIT : \$78.75



ORDER DATE : June 29, 2015

ORDER TIME : 9:11 AM

ORDER NO. : 689640-010

CUSTOMER NO: 5151541

ARTICLES OF MERGER

FTAC SYSTEMS, INC.

INTO

VYANCE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** VYANCE, INC.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to the following:

Joshua Mann  
(Contact Person)

Vyance, Inc.  
(Firm/Company)

4000 Hollywood Blvd, Suite 555-S  
(Address)

Hollywood, FL 33021  
(City/State and Zip Code)

For further information concerning this matter, please call:

Joshua Mann At ( 305 ) 968-2777  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your documents 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

OF

FTAC SYSTEMS, INC.,  
a Florida corporation

INTO

VYANCE, INC.,  
a Delaware corporation

FILED

2015 JUN 30 PM 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), the entities herein named do hereby submit the following articles of merger.

**FIRST:** The name and jurisdiction of the surviving corporation is VYANCE, INC., a Delaware Corporation.

**SECOND:** The name and jurisdiction of the merging corporation is: FTAC SYSTEMS, INC., a Florida Corporation.

**THIRD:** Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging FTAC Systems, Inc., a Florida corporation (the "Merging Corporation"), with and into Vyance, Inc., a Delaware corporation (the "Surviving Corporation").

**FOURTH:** The principal office address of the Surviving Corporation is 4000 Hollywood Blvd, Suite 555-S, Hollywood, FL 33021. The Surviving Corporation has appointed 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. The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Merging Corporation the amount to which they are entitled under Section 607.1302 of the FBCA.

**FIFTH:** The Surviving Corporation 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 the Merging Corporation and agrees to promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

**SIXTH:** The board of directors and shareholders of the Merging Corporation entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent on June 29, 2015. The surviving corporation in the merger shall be the Surviving Corporation. Upon the merger becoming effective, the name of the Surviving Corporation shall be "Vyance, Inc."

**SEVENTH:** The board of directors of the Surviving Corporation approved the aforesaid Plan of Merger on June 29, 2015, and stockholder approval was not required, in accordance with the provisions of Section 607.1103 of the FBCA.


**EIGHTH:** The merger of Merging Corporation with and into the Surviving Corporation is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any shareholders' agreement or the by-laws or articles of incorporation of any party to the merger.

**NINTH:** The merger shall become effective on the date that these Articles of Merger are filed with the Florida Department of State.


**[SIGNATURE PAGE TO FOLLOW]**

Executed on this 29<sup>th</sup> day of June, 2015.

VYANCE, INC.,  
a Delaware corporation

By:   
Name: Mark S. Modica  
Title: Chief Executive Officer

FTAC SYSTEMS, INC.,  
a Florida corporation

By:   
Name: Joshua C. Mann  
Title: President

**EXHIBIT A**

**Agreement and Plan of Merger**

## AGREEMENT AND PLAN OF MERGER

### MERGING

**FTAC SYSTEMS, INC.**  
(A FLORIDA CORPORATION)

### WITH AND INTO

**VYANCE, INC.**  
(A DELAWARE CORPORATION)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 29<sup>th</sup> day of June, 2015, by and between FTAC Systems, Inc., a Florida corporation (hereinafter referred to as "*Parent*"), and Vyance, Inc., a Delaware corporation (hereinafter referred to as "*Subsidiary*"). Parent and Subsidiary are sometimes hereinafter collectively referred to as "*Constituent Corporations*".

### RECITALS:

WHEREAS, Parent caused its original Articles of Incorporation to be filed with the Department of State of the State of Florida on May 13, 2014 under the name FTAC Systems, Inc.;

WHEREAS, Parent is a Florida corporation, validly formed and in good standing under the laws of the state of Florida with authorized capital stock of Ten Thousand (10,000) shares of common stock, without par value (the "*Parent Common Stock*"), of which Ten Thousand (10,000) shares are duly issued and outstanding;

WHEREAS, Subsidiary caused its Certificate of Incorporation to be filed in the office of the Secretary of State of the State of Delaware on June 29, 2015;

WHEREAS, Subsidiary is a Delaware corporation, validly formed and in good standing under the Laws of the State of Delaware with authorized capital stock of Ten Million (10,000,000) shares of common stock, par value \$0.001 per share (the "*Subsidiary Common Stock*"), of which One Hundred (100) shares are duly issued and outstanding;

WHEREAS, Parent owns 100% of the issued and outstanding Subsidiary Common Stock;

WHEREAS, the registered office of Parent in the State of Florida is located at 4000 Hollywood Blvd, Suite 555-S, Hollywood, FL 33021 and the name of its registered agent at such address is Joshua C. Mann, and the registered office of Subsidiary in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware and the name of its registered agent at such address is Corporation Service Company;



WHEREAS, for business purposes, Subsidiary and Parent desire to have Parent merged with and into Subsidiary in accordance with applicable provisions of the General Corporation Law of the State of Delaware (the "*DGCL*") and the Florida Business Corporation Act (the "*FBCA*"); and

WHEREAS, for federal income tax purposes, it is intended that the above-described merger shall qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "*Code*"), and that this Agreement shall constitute a plan of reorganization pursuant to Section 368(a)(1)(F) of the Code.

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereby agree as follows:

1. **Merger.** On the Effective Date (as defined in Section 2 hereof), Parent shall be merged with and into Subsidiary, with Subsidiary being the surviving corporation (the "*Merger*"), pursuant to the applicable provisions of the *DGCL* and the *FBCA*.

2. **Effective Time and Date.** The Merger shall become effective upon filing of the Certificate of Ownership and Merger and Articles of Merger, substantially in the forms attached as Exhibit A and Exhibit B, respectively, (collectively, the "*Articles of Merger*"), with the Delaware Secretary of State and the Florida Secretary of State, respectively (the "*Effective Date*").

3. **Surviving Corporation.** On the Effective Date, the separate corporate existence of Parent shall cease and the Constituent Corporations shall become a single corporation with Subsidiary being the surviving corporation. Thereafter, Subsidiary, as the surviving corporation, shall have all of the rights, privileges, immunities and powers, and will be subject to all of the duties and liabilities of a corporation incorporated under the laws of the State of Delaware. In addition, as the surviving corporation, Subsidiary shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on any account, including subscription to shares, and all other causes of action, and every other interest of or belonging to or due to each of the Constituent Corporations shall vest in Subsidiary as the surviving corporation, without any further act or deed.

On the Effective Date, Subsidiary, as the surviving corporation, shall become responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and a claim of or against, or a pending proceeding by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or Subsidiary, as the surviving corporation, may be substituted in the place of Parent. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

Subsidiary hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Parent; (ii)

irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of Parent the amount, if any, to which they shall be entitled pursuant to the laws of Florida.

**4. Stock Exchange.**

a. **Subsidiary Stockholder.** In connection with the Merger, all of the presently outstanding shares of capital stock of Subsidiary shall be cancelled and no stock shall be issued to Parent (the sole stockholder of Subsidiary) as a result of the Merger of Parent into Subsidiary. The One Hundred (100) shares of the Common Stock of Subsidiary then issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without further action, cease to exist and shall be cancelled.

b. **Parent Shareholders.** On the Effective Date, each One (1) share of Parent Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become 633.3334 shares of Subsidiary Common Stock rounded down to the nearest whole share. Each share of Subsidiary Common Stock issued pursuant to this section shall be fully paid and nonassessable and shall be deemed to have been issued as of the Effective Date. The outstanding certificates representing shares of Parent Common Stock will, after the Effective Date, be deemed to represent the number of shares of Subsidiary Common Stock into which they have been converted. On surrender of stock certificate(s) representing the Parent Common Stock from each shareholder of Parent, Subsidiary agrees to issue to such shareholder of Parent a certificate representing shares of corresponding of Subsidiary Common Stock.

**5. Name.** The Subsidiary shall continue under the name Vyance, Inc.

**6. Amendments to Certificate of Incorporation or Bylaws.**

a. **Articles of Incorporation.** The Certificate of Incorporation of Subsidiary in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of Subsidiary, as the surviving corporation, until altered or amended as provided under the DGCL.

b. **Bylaws.** The Bylaws of Subsidiary in effect immediately prior to the Effective Date shall continue to be the Bylaws of Subsidiary, as the surviving corporation, until altered, amended or repealed as provided therein, in the Certificate of Incorporation of Subsidiary or the DGCL.

**7. Directors and Officers.** The directors and officers of Subsidiary in office immediately prior to the Effective Date shall continue to be the directors and officers, respectively, of Subsidiary, as the surviving corporation, until the expiration of their terms as such or until their successor or successors shall otherwise be duly elected.

**8. Termination or Abandonment.** Notwithstanding anything in this Agreement to the contrary, this Agreement may be terminated and abandoned prior to the Effective Date by

unanimous action of the Shareholders of Parent. In the event this Agreement is terminated or abandoned by the unanimous action of the Shareholders of Parent pursuant to the previous sentence, all contractual rights hereunder shall terminate, and this Agreement shall become null and void without any further liability or obligation on the part of either of the parties hereto.

9. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

10. **Amendment.** This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties to this AGREEMENT AND PLAN OF MERGER, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors and/or shareholders (to the extent required by the applicable provisions of the General Corporation Law of the State of Delaware and Florida Business Corporation Act) have caused these presents to be executed by the President of the Parent and by the Chief Executive Officer of the Subsidiary as the respective act, deed and agreement of each of said corporations, as of the date first written above.

PARENT:

FTAC SYSTEMS, INC., a Florida corporation

By: 

Joshua C. Mann  
President

SUBSIDIARY:


VYANCE, INC., a Delaware corporation

By: 


Mark S. Modica  
Chief Executive Officer

Acknowledgment

THE UNDERSIGNED, President of FTAC Systems, Inc., a Florida corporation, who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Joshua C. Mann  
President

THE UNDERSIGNED, Chief Executive Officer of Vyance, Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Mark S. Modica  
Chief Executive Officer

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** VYANCE, INC.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to the following:

Joshua Mann  
(Contact Person)

Vyance, Inc.  
(Firm/Company)

4000 Hollywood Blvd, Suite 555-S  
(Address)

Hollywood, FL 33021  
(City/State and Zip Code)

For further information concerning this matter, please call:

Joshua Mann At ( 305 ) 968-2777  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your documents 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