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February 11, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SEI ACQUISITION SUB, INC.  
1030 N. ORANGE AVENUE  
SUITE #300  
ORLANDO, FL 32801

SUBJECT: SEI ACQUISITION SUB, INC.  
REF: P14000098096

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

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Merger should be filed pursuant to 607.1109, 617.0302, and 605.1025(Florida statute pertaining to cross entity mergers). The form you should submit is located on our website at [www.sunbiz.org](http://www.sunbiz.org) and is titled, Articles of merger for Florida profit or non profit corporation into other business entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Rebekah White  
Regulatory Specialist II

FAX Aud. #: H15000034674  
Letter Number: 515A00002840

P.O BOX 6327 - Tallahassee, Florida 32314

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SEI Acquisition Sub, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Joel Mayersohn

Contact Person

Roetzel & Andress

Firm/Company

350 E. Las Olas Blvd., Suite 1150

Address

Ft. Lauderdale, FL 33301

City, State and Zip Code

jmayersohn@ralaw.com

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

For further information concerning this matter, please call:

Stacy Krampat

Name of Contact Person

at ( 954 ) 759-2739

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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FILED

15 FEB 11 AM 10:28

SEI ACQUISITION SUB, INC.  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Patients First, LLC	Michigan	limited liability corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SEI Acquisition Sub, Inc.	Florida	corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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Dated: February 3, 2015

SEI ACQUISITION SUB, INC.  
a Florida corporation

By: Mark Syl  
Name: Mark Syl  
Title: CFO

PATIENTS FIRST, LLC  
A Michigan corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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Dated: February 3 2015

SEI ACQUISITION SUB, INC.  
a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PATIENTS FIRST, LLC  
A Michigan corporation

By: Jeffrey Wayne  
Name: Jeffrey Wayne  
Title: Manager

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## PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Patients First, LLC	Michigan	limited liability corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SEI Acquisition Sub, Inc.	Florida	corporation

**THIRD:** The terms and conditions of the merger are as follows:

see attached

*(Attach additional sheet if necessary)*

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**FOURTH:**

A. 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:

**see attached**

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*(Attach additional sheet if necessary)*

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

**see attached**

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*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

see attached

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

*(Attach additional sheet if necessary)*

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of February 3, 2015, is by and between Patients First, LLC, a Michigan corporation ("Company"), and SEI Acquisition Sub, Inc., a Florida corporation ("SEI" also sometimes referred to herein as the "Surviving Entity").

### WITNESSETH

WHEREAS, SEI is an entity newly formed to serve as the surviving entity in a merger of Company with and into SEI;

WHEREAS, the directors and shareholders of Company and the board of directors and sole shareholder of SEI has approved the merger of Company with and into SEI; and

NOW THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants, agreements and conditions hereinafter set forth, and intending to be legally bound hereby, the parties hereto agree as follows:

### ARTICLE I THE MERGER

#### Section 1.1 Merger and Surviving Entity.

(a) Subject to the terms and conditions of this Agreement, at the Effective Time Company shall be merged into SEI in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 450.1735 of the Michigan Business Corporation Act, and the separate existence of Company shall cease. SEI shall be the Surviving Entity in the Merger.

(b) The name of the Surviving Entity shall be "Spine Science, Inc."

(c) The Articles of Incorporation and the Bylaws of SEI shall be the Articles of Incorporation and Bylaws of the Surviving Entity.

(d) The location of the Surviving Entity's principal office shall be SEI's principal office.

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Section 1.2 Effective Time of the Merger. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State and Articles of Merger with the Michigan Secretary of State (the "Effective Time").

Section 1.3 Merger and Treatment of Stock. At the Effective Time, by virtue of the Merger and without any action on the part of any party:

(a) all of the issued and outstanding membership interests of Company shall be converted into 1,000,000 shares of common stock of the Surviving Entity; and

(b) all of the issued and outstanding shares of common stock of SEI shall remain outstanding.

## ARTICLE II GENERAL PROVISIONS

Section 2.1 Entire Agreement. This Agreement (including the documents and instruments to be executed in connection herewith or referred to herein) (a) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof, and (b) may not be amended except by an instrument in writing signed on behalf of each of the parties hereto and in compliance with applicable law.

Section 2.2 Waiver. Any agreement on the part of a party hereto to any such extension or waiver shall be valid if set forth in an instrument in writing signed on behalf of such party.

Section 2.3 Severability. If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect.

Section 2.4 Governing Law. This Agreement shall be governed by and construed in accordance with the substantive and procedural laws of the State of Florida.

Section 2.5 Counterparts. This Agreement may be executed in duplicate counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.


*[Signature Page to Follow]*

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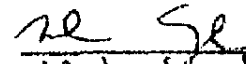
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed and delivered as of the date first written above.

**Patients First LLC**  
(a Michigan corporation)

By:   
Name: Jeffrey Wayne  
Title: Manager

**SEI Acquisition Sub, Inc.**  
(a Florida corporation)

By:   
Name: Mark Sparks  
Title: CEO

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**ARTICLES OF MERGER  
OF  
PATIENTS FIRST, LLC  
a Michigan corporation  
INTO  
SEI ACQUISITION SUB, INC.  
a Florida corporation**

Pursuant to the Florida Business Corporation Act, SEI Acquisition Sub, Inc., a Florida corporation (the "Surviving Corporation"), submits these Articles of Merger for filing:

1. The name and jurisdiction of the Surviving Corporation is: SEI Acquisition Sub, Inc., a Florida corporation. At the time of the Merger the name of the Surviving Company shall become Spine Science, Inc.

2. The name and jurisdiction of each merging corporation is: Patients First, LLC, a Michigan corporation.

3. The Plan of Merger is attached as Exhibit A.

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

5. The Plan of Merger was adopted by the directors and shareholder of the surviving corporation on February 3, 2015.

6. The Plan of Merger was adopted by the directors and members of the merging corporation on January 31, 2015.

*Signatures on Following Page*

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Dated: February 3, 2015

SEI ACQUISITION SUB, INC.  
a Florida corporation

By: Mark S. [Signature]  
Name: Mark S. [Signature]  
Title: CFO

PATIENTS FIRST, LLC  
A Michigan corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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Dated: February 3, 2015

SEI ACQUISITION SUB, INC.  
a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PATIENTS FIRST, LLC  
A Michigan corporation

By: Jeffrey Wayne  
Name: Jeffrey Wayne  
Title: Manager

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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**  
**FILING ENDORSEMENT**

*This is to Certify that the CERTIFICATE OF MERGER*

*for*

**PATIENTS FIRST, LLC**

**ID NUMBER: B6625R**

*received by facsimile transmission on February 6, 2015 is hereby endorsed.*

*Filed on February 9, 2015 by the Administrator.*

*This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*



*Sent by Facsimile Transmission*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of February, 2015.*

**Alan J. Schefke, Director**  
**Corporations, Securities & Commercial Licensing Bureau**

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MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU																											
Date Received																											
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.																										
<table border="1"> <tr> <td colspan="4">Name</td> </tr> <tr> <td colspan="4">Amy L. Fredrickson, Esq., Warner Norcross &amp; Judd LLP</td> </tr> <tr> <td colspan="4">Address</td> </tr> <tr> <td colspan="4">2000 Town Center, Ste. 2700</td> </tr> <tr> <td>City</td> <td>State</td> <td colspan="2">ZIP Code</td> </tr> <tr> <td>Southfield</td> <td>MI</td> <td colspan="2">48075</td> </tr> </table>				Name				Amy L. Fredrickson, Esq., Warner Norcross & Judd LLP				Address				2000 Town Center, Ste. 2700				City	State	ZIP Code		Southfield	MI	48075	
Name																											
Amy L. Fredrickson, Esq., Warner Norcross & Judd LLP																											
Address																											
2000 Town Center, Ste. 2700																											
City	State	ZIP Code																									
Southfield	MI	48075																									
EFFECTIVE DATE:																											
Expiration date for new assumed names: December 31,																											
Expiration date for transferred assumed names appear in Item 9																											
Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.																											

**CERTIFICATE OF MERGER****Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:	
a. The name of each constituent entity and its identification number is:	
Patients First, LLC	36625R
SEI Acquisition Sub, Inc.	00772W
b. The name of the surviving (new) entity and its identification number is:	
SEI Acquisition Sub, Inc.	
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:	
1030 N. Orange Avenue, Ste. 300, Orlando, Florida 32801	

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_.

02/06/2015 1:05PM (GMT-05:00)

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**Complete for any Limited Liability Companies only**

Check one of the following if Limited Liability Company is the survivor.

- ☐ There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- ☐ The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The manner and basis of converting the membership interests are as follows:

Patients First, LLC shall be merged into SEI Acquisition Sub, Inc. and all of the membership interests outstanding immediately before the effective date (listed above) of Patients First, LLC, a Michigan limited liability company, shall be converted into 1,000 shares of common stock of SEI Acquisition Sub, Inc., a Florida corporation.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 706a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 3rd day of February, 2015By Jeffrey M. Wayne  
(Signature of Member, Manager or Authorized Agent)

Jeffrey M. Wayne, Manager

(Type or Print Name and Capacity)

Patients First, LLC

(Name of Limited Liability Company)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Member, Manager or Authorized Agent)

(Type or Print Name and Capacity)

(Name of Limited Liability Company)

02/06/2015 1:05PM (GMT-05:00)

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**Complete for Profit Corporations Only**

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
SEI Acquisition Sub, Inc.	1,000 common	1,000 common	

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

All of the membership interests outstanding immediately before the effective date (listed above) of Patients First, LLC shall be converted into 1,000 shares of common stock of SEI Acquisition Sub, Inc., a Florida corporation.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

NA

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

- a) The Plan of Merger was approved by unanimous consent of the incorporators of \_\_\_\_\_ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

- b) The plan of merger was approved by:

☐ the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

☒ the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

SEI Acquisition Sub, Inc.

By

*Mark S. [Signature]*

(Signature of Authorized Officer or Agent)

*Mark S. [Signature]*

(Type or Print Name)

SEI Acquisition Sub, Inc.

(Name of Corporation)

By

(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Name of Corporation)

02/06/2015 1:05PM (GMT-05:00)

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