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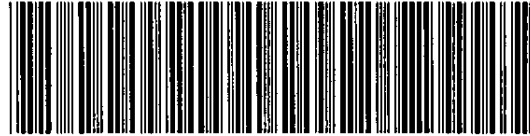
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AUG 21 2015

R. WHITE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2015

MEDSCIENCE RESEARCH GROUP INC
16469 BRIDLEWOOD CIR
DELRAY BEACH, FL 33445

We have received your document for , however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$95.00.

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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

Letter Number: 715A00015422

Please find our check no. 3003 for \$95 — enclosed.

Thank you for your helpful assistance.

Cordially,

Erin Mullen

2015 AUG 17 PM 2:51

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Medscience Research 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:

MARVIN SMOLLAR
Contact Person

Medscience Research Group, Inc.
Firm/Company

16469 Bridlewood Cir.
Address

Jelmy Beach, FL 33445
City/State and Zip Code

MARVIN.SMOLLAR@medscienceinc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARVIN SMOLLAR At (561) 499-0411
Name of Contact Person 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

Pursuant to 607.1105, FlaStat., MEDSCIENCE RESEARCH GROUP, INC., a Florida corporation (as successor in interest to MEDSCIENCE RESEARCH GROUP, LLC, a Florida limited liability company) (the "Surviving Corporation"); and MEDSCIENCE INC., (the "Affiliated Corporation"), a Delaware corporation, hereby adopt the:

I. PLAN OF MERGER

The following plan of merger provides for the merger of the Affiliated Corporation into the Surviving Corporation:

1. **Names.** This instrument sets forth the plan of merger for Medscience Research Group, Inc., a Florida corporation (as successor by conversion to Medscience Research Group, LLC, a Florida limited liability company); and its affiliated corporation, Medscience Inc., a Delaware corporation. The Florida corporation will be the surviving entity which will continue under the name of Medscience Research Group, Inc., a Florida corporation.
 2. **Terms and Conditions of Merger.** The Affiliated Corporation shall be merged with and into Medscience Research Group, LLC and the separate corporate existence of the Affiliated Corporation shall thereupon cease and Medscience Research Group LLC shall be the surviving entity (as of the Merger Commencement Date (as defined below)), which shall subsequently be converted to Medscience Research Group, Inc., the Surviving Corporation, which shall thereafter continue as a corporation under the laws of the State of Florida. The Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises and all of the property, both real and personal, of whatever kind and description, of the Affiliated Corporation and shall thereafter be responsible and liable for all liabilities and obligations of the Affiliated Corporation none of which shall be impaired by the merger.
 3. **Conversion of Shares.** Upon the merger herein contemplated, the shares of common stock of the Affiliated Corporation issued and outstanding on that date shall cease to be outstanding and each such share shall be converted into and become share of common stock in the Surviving Corporation (j. Promptly after the effective date of the merger, the Surviving Corporation shall cause a pro rata issuance of interests of the Surviving Corporation to the holders of the shares of the Affiliated Corporation upon surrender of any certificates therefor.
- Articles of Incorporation.** The articles of incorporation of the Surviving Corporation filed with the Secretary of State of Florida on May 21, 2013 shall remain in full force and effect without any change

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- or amendment thereto; provided that the Surviving Corporation shall be converted to
5. **Dissent.** Those shareholders of the Affiliated Corporation who, would be entitled to vote and who dissent from the merger may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.
 6. **Effective Date.** The effective date of the merger shall be the date on which the articles of merger are filed with and accepted by the Department of State of the State of Florida.

II. APPROVAL; EFFECTIVE TIME

The Board of Directors of the Affiliated Corp has determined that, for the purpose of effecting the reincorporation of the Affiliate Corporation in the State of Florida, it is advisable and in the best interests of the Affiliated Corporation and its shareholders that the Affiliated Corporation merge with and into the Surviving Corporation, a closing will be held at the offices of the Surviving Corporation (or such other place as the parties may mutually agree) for the purpose of confirming all the matters contained herein.

The Merger shall become effective at such time as these Articles of Merger are filed with and accepted by the Department of State of the State of Florida, or at such later time as the parties shall mutually agree (such time as the Merger becomes effective is referred to in this Agreement as the "Effective Time"). The plan of merger was approved as of May 21, 2013 (the "Merger Commencement Date") by the Surviving Corporation in conformity with the applicable provisions of Chapter 607, Florida Statutes. The plan of merger was approved as of May 21, 2013 by the Affiliated Corporation in accordance with the applicable laws of the State of Delaware and in accordance with the provisions of the Delaware Corporations Code.

Executed as of the 5 of June 2015.

MEDSCIENCE RESEARCH GROUP, INC.

By: 

Name: MARVIN SMOLLAR

Title: EXECUTIVE CHAIRMAN

MEDSCIENCE INC.

By: 

EXECUTIVE CHAIRMAN
MARVIN SMOLLAR