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JAN 26 2018
C McNAIR

WINTERS & WINTERS, LLC
Attorneys-at-Law
315 Highland Avenue, Suite 102
Cheshire, Connecticut 06410

James C. Winters
David Wayne Winters (deceased)

Telephone: 203-272-2927
Facsimile: 203-271-1222
jwinters@winters-winters.com

January 24, 2018

VIA FEDEX

Amendment Section
Division of Corporations
Attn: Cheryl R. McNair
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Biologic Regulatory Consulting, Inc. – Surviving FL Corporation
Biologic Consulting, Inc. – Merging CT Corporation
Articles of Merger – Connecticut to Florida

Dear Ms. McNair:

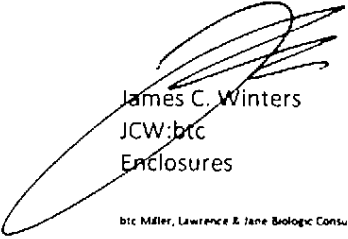
As you are aware, my firm represents Biologic Regulatory Consulting, Inc., and Biologic Consulting, Inc.

Pursuant to our conversation this morning, enclosed please find a copy of your January 10, 2018 letter, Cover Letter, Articles of Merger (Profit Corporations), and Agreement and Plan of Merger of Biologic Consulting, Inc. with and into Biologic Regulatory Consulting, Inc.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

WINTERS & WINTERS, LLC


James C. Winters
JCW:btc
Enclosures

btc Miller, Lawrence & Jane Biologic Consulting, Inc. FL Division of Corporations Articles of Merger2

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COVER LETTER

2018 JAN 25 PM 4:52

TO: Amendment Section
Division of Corporations

SUBJECT: BIOLOGIC REGULATORY CONSULTING, 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:

Jane M. Miller, President

Contact Person

Biologic Regulatory Consulting, Inc.

Firm/Company

10529 Heritage Bay Boulevard

Address

Naples, Florida 34120

City/State and Zip Code

jmillers@biologicconsulting.com

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

For further information concerning this matter, please call:

Jane M. Miller

Name of Contact Person

At (239)

331-3422

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)

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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)
Biologic Regulatory Consulting, Inc.	Florida	P17000099673

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Biologic Consulting, Inc.	Connecticut	

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 December 29, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 29, 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)

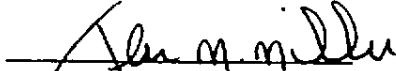
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

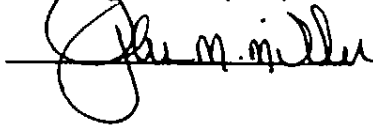
Typed or Printed Name of Individual & Title

Biologic Regulatory Consulting.



Jane M. Miller, President

Biologic Consulting, Inc.



Jane M. Miller, President

AGREEMENT AND PLAN OF MERGER
OF
BIOLOGIC CONSULTING, INC.
(a Connecticut corporation)
with and into
BIOLOGIC REGULATORY CONSULTING, INC.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the “Agreement”), dated December 29, 2017, by and between **BIOLOGIC CONSULTING, INC.**, a Connecticut corporation (hereinafter referred to as “BCCT”), and **BIOLOGIC REGULATORY CONSULTING, INC.**, a Florida corporation (hereinafter referred to as “BRCFL”). BCCT and BRCFL may be sometimes referred to herein as the “Constituent Corporations”.

WITNESSETH:

WHEREAS, BCCT is a corporation duly organized and existing pursuant to the laws of the State of Connecticut, having filed its Certificate of Incorporation in the office of the Secretary of State of Connecticut on October 26, 1990, and having an authorized capital stock of 5,000 shares of a single class of voting common stock, no par value (“BCCT stock”), of which 100 shares are issued and outstanding and owned by Lawrence A. Miller (“Miller”); and

WHEREAS, BRCFL is a corporation duly formed and existing pursuant to the laws of the State of Florida, having filed its Articles of Incorporation in the office of the Secretary of State of Florida on December 19, 2017, and having an authorized capital stock of 5,000 shares of a single class of voting common stock, no par value (“BRCFL stock”), of which 100 shares are issued and outstanding and owned by Miller; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their respective shareholders, that BCCT be merged with BRCFL, which shall be the surviving corporation, as authorized by the Statutes of the States of Connecticut and Florida and pursuant to the terms and

conditions hereinafter set forth, and each such Board has duly approved this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms of the merger ("Merger") provided by this Merger Agreement, the mode of carrying the same into effect and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, with the approval or adoption of this Merger Agreement by the requisite vote of the shareholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

ARTICLE I
THE MERGER

SECTION 1.01 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Connecticut and Florida law, at the Effective Time (as defined in Section 1.02), BCCT shall be merged with and into BRCFL. As a result of the Merger, the separate corporate existence of BCCT shall cease and BRCFL shall continue as the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall remain "Biologic Regulatory Consulting, Inc."

SECTION 1.02. Effective Time. As promptly as practical after the approval hereof by the shareholders of each Constituent Corporation and the execution and delivery of this Agreement by each of the parties hereto, the parties hereto shall cause the Merger to be consummated by filing of a Certificate of Merger and Articles of Merger with Secretary of State of the States of Connecticut and Florida, respectively (the "Merger Documents"), in such form as required by, and executed in accordance with the relevant provisions of Connecticut and Florida law (the date and time of filing with the Secretary of State of Florida being the "Effective Time").

SECTION 1.03. Effect of the Merger.

(a) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise provided herein, all the rights, privileges, powers and franchises of BCCT and BRCFL, of a public as well as of a private nature, and all property, real, personal and mixed, all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of, or belonging to, each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

(b) All the debts, liabilities and obligations of each of the Constituent Corporations shall become the debts, liabilities and duties of the Surviving Corporation. Any claim existing or any action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

(c) All corporate actions, plans, policies, approvals and authorizations of BCCT, its shareholders, Board of Directors, committees elected or appointed by BCCT's Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the actions, plans, policies, approvals and authorizations of the Surviving Corporation, and shall be as effective and binding thereon as the same were with respect to BCCT. The employees of BCCT shall become the employees of the Surviving Corporation and shall continue to be entitled to the same rights and benefits which they enjoyed as employees of BCCT.

SECTION 1.04. Articles of Incorporation; Bylaws. At the Effective Time, the Articles of Incorporation and the Bylaws of BRCFL, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

SECTION 1.05. Directors and Officers. The Directors of BRCFL immediately prior to the Effective Time shall be the Directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation, and the officers of BRCFL immediately prior to the Effective Time shall be the officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

ARTICLE II

DELIVERY OF SECURITIES; NO DISSENTING SHARES

SECTION 2.01. Delivery of Securities. At the Effective Time, Miller shall deliver to BRCFL certificates representing his entire interest in all issued and outstanding shares of the voting common stock of BCCT. Upon such delivery, all BCCT voting common stock shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist. Any shares of BCCT voting common stock held in the treasury of BCCT immediately prior to the Effective Time shall, as of the Effective Time, automatically be cancelled and retired and shall cease to exist.

SECTION 2.02. No Dissenting Shares. BCCT and Miller represent and warrant that (a) BCCT has only a single class of authorized shares, and that such shares are voting common stock; (b) that Miller is the sole owner of all of the issued and outstanding voting common stock of BCCT; (c) that the certificates delivered to BRCFL represent all of the issued and outstanding voting common stock of BCCT; and that there are no outstanding options or other rights to purchase, either from Miller or BCCT, any outstanding or authorized but unissued shares of sole class of authorized voting common stock of BCCT.

ARTICLE III
APPROVAL OF AGREEMENT AND PLAN OF MERGER;
AND EFFECTIVE TIME OF MERGER

The Merger shall become effective when certified, executed and acknowledged in accordance with the Florida Business Corporations Act and the appropriate Articles of Merger shall be filed and recorded in the Office of the Secretary of the State of Florida. This Merger Agreement has been submitted to, and unanimously approved by, the shareholders of each of the Constituent Corporations as provided by law

ARTICLE IV
POST MERGER COOPERATION

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in the law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of BCCT, the proper officers and directors of BCCT shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of BCCT, or otherwise, to take any and all such action.

ARTICLE V
MISCELLANEOUS PROVISIONS

(a) For the convenience of the parties, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.


(b) It is the intention of the parties that the internal laws, and not the laws of conflicts, of the State of Florida shall govern the enforceability and validity of this Merger Agreement, the construction of its terms and the interpretation of the rights and duties of the parties; provided, however, that with respect to matters of law concerning the internal affairs of any entity that is a

party to or the subject of this Merger Agreement, the law of the jurisdiction of organization of such entity shall govern.

(c) This Merger Agreement may not be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

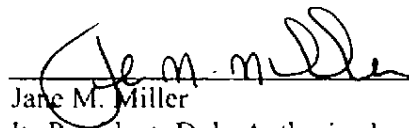
IN WITNESS WHEREOF, BCCT has caused this Merger Agreement to be signed by its President and attested by its Secretary and its corporate seal to be affixed hereto pursuant to authorization contained in a resolution adopted by the unanimous action of its Board of Directors approving this Merger Agreement, and BRCFL has caused this Merger Agreement to be signed by its President and attested by its Secretary and its corporate seal to be affixed hereto pursuant to authorization contained in a resolution adopted by the unanimous action of its Board of Directors approving this Merger Agreement. Further, the respective Presidents of the Constituent Corporations are signing this Merger Agreement pursuant to the authorizations contained in the attached resolutions adopted by the unanimous actions of the shareholders of each of the Constituent Corporations, said actions being certified by the Secretaries of the Constituent Corporations pursuant to the laws of the States of Connecticut and Florida, which certifications are also attached hereto.

ATTEST:


Lawrence A. Miller, Secretary

BIOLOGIC CONSULTING, INC.

By

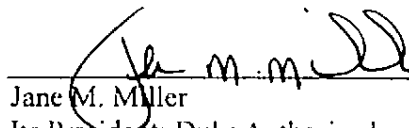

Jane M. Miller
Its President; Duly Authorized

ATTEST:

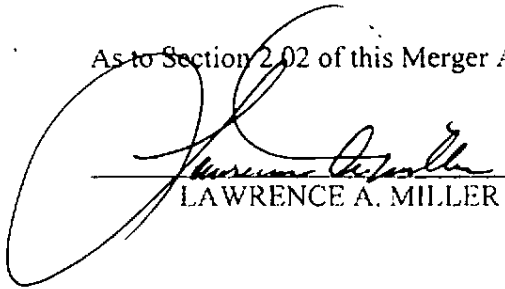

Lawrence A. Miller, Secretary

BIOLOGIC REGULATORY CONSULTING, INC.

By


Jane M. Miller
Its President; Duly Authorized

As to Section 2.02 of this Merger Agreement only:

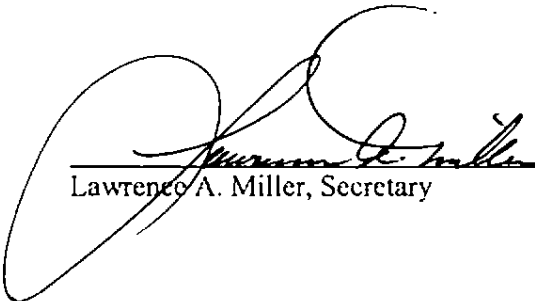


LAWRENCE A. MILLER

CERTIFICATE

The undersigned, Lawrence A. Miller, Secretary of Biological Consulting, Inc., one of the merging corporations mentioned in the foregoing Agreement and Plan of Merger, hereby certifies that said Agreement and Plan of Merger has been duly consented to and adopted by all of the shareholders of Biological Consulting, Inc. pursuant to Section 33-817 of the Connecticut General Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has signed this Certificate, this 29th day of December, 2017.

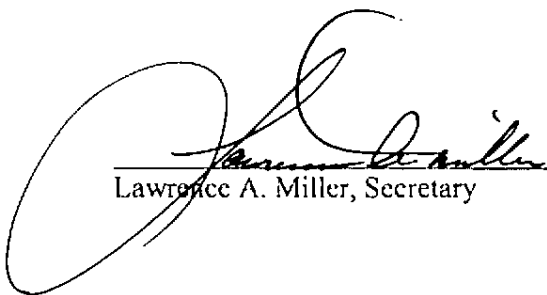


Lawrence A. Miller, Secretary

CERTIFICATE

The undersigned, Lawrence A. Miller, Secretary of Biological Regulatory Consulting, Inc., one of the merging corporations mentioned in the foregoing Agreement and Plan of Merger, hereby certifies that said Agreement and Plan of Merger has been duly consented to and adopted by all of the shareholders of Biological Consulting, Inc. pursuant to Section 607.1103 of the Florida Business Corporations Act.

IN WITNESS WHEREOF, the undersigned has signed this Certificate, this 29th day of December, 2017.



Lawrence A. Miller, Secretary