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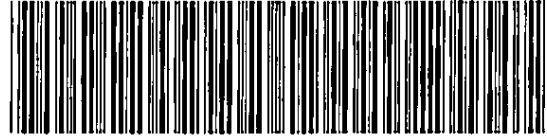
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 12, 2018

DAVID M. GILDEN, ESQ.
PARTRIDGE SNOW & HAHN, LLP
40 WESTMINSTER STREET, SUITE 1100
PROVIDENCE, RI 02903

SUBJECT: JANCORE, INC.
Ref. Number: P18000066264

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 318A00018926

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DIVISION OF CORPORATIONS
FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JANORE, 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:

David M. Gilden, Esq.

Contact Person

Partridge Snow & Hahn, LLP

Firm/Company

40 Westminster Street, Suite 1100

Address

Providence, RI 02903

City/State and Zip Code

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

For further information concerning this matter, please call:

Patricia Tassinari

Name of Contact Person

At (850-)

329-4586 4856 *←*

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

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JanCore, Inc.	Florida	P18000066264

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JanCore, Inc.	Rhode Island	N/A

3. The Agreement and Plan of Merger is attached hereto 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 Agreement and Plan of Merger was adopted by unanimous written consent of the shareholders of the surviving corporation on August 1, 2018.
6. The Agreement and Plan of Merger was adopted by unanimous written consent of the shareholders of the merging corporation on August 1, 2018.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed and deliver in its name as of the 1st day of August, 2018.

JanCore, Inc.
a Rhode Island corporation

By: Cynthia J. Simonson
Name: Cynthia J. Simonson
Title: Director

JanCore, Inc.
a Florida corporation

By: Cynthia J. Simonson
Name: Cynthia J. Simonson
Title: Director

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Exhibit A

AGREEMENT AND PLAN OF MERGER OF

**JanCore, Inc.,
a Rhode Island Corporation
and**

**JanCore, Inc.,
a Florida Corporation**

This Agreement and Plan of Merger, dated as of August 1, 2018, is between JanCore, Inc., a Rhode Island corporation ("**JanCore RI**"), and JanCore, Inc., a Florida corporation ("**JanCore FL**").

WHEREAS, the Board of Directors of JanCore RI and the Board of Directors of JanCore FL have (a) determined that it is advisable and to the advantage of JanCore RI and JanCore FL and their respective shareholders that JanCore RI merge with and into JanCore FL pursuant to the terms and conditions of this Agreement and Plan of Merger, the requirements of the Rhode Island Business Corporation Act ("**RIBCA**"), and the requirements of the Florida Business Corporation Act ("**FBCA**"), (b) approved and adopted this Agreement and Plan of Merger, and (c) directed that this Agreement and Plan of Merger be submitted to a vote of the respective shareholders of JanCore RI and JanCore FL; and

WHEREAS, the respective shareholders of JanCore RI and JanCore FL have unanimously approved this Agreement and Plan of Merger.

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

1. **MERGER**

- a. Merger. In accordance with the provisions of this Agreement and Plan of Merger, the RIBCA, and the FBCA, JanCore RI shall be merged (the "**Merger**") with and into JanCore FL, and JanCore FL shall be the surviving corporation after the Merger (the "**Surviving Corporation**").
- b. Filing and Effectiveness. The Merger shall become effective on September 11, 2018 (the "**Effective Time**"), as stated in the Articles of Merger filed with the Rhode Island Secretary of State in accordance with Section 7-1.2-1003 of the RIBCA and the Articles of Merger filed with the Florida Department of State in accordance with Section 607.1109 of the FBCA.
- c. Articles of Incorporation. The Articles of Incorporation of JanCore FL as in effect at the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
- d. Bylaws. The Bylaws of JanCore FL as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.

- d. Bylaws. The Bylaws of JanCore FL as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.
- e. Directors and Officers. The directors and officers of JanCore FL at the Effective Time shall constitute the directors and officers of the Surviving Corporation after the Merger.
- f. Effect of Merger. At the Effective Time, the separate existence of JanCore RI shall cease and JanCore FL, as the Surviving Corporation, shall (i) continue to possess all of its rights and property as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the rights and property of JanCore RI and (ii) continue to be subject to all of the debts and liabilities of JanCore RI in the same manner as if JanCore FL had itself incurred them, all as more fully provided under the applicable provisions of the RIBCA and the FBCA.
- g. Service of Process. JanCore FL, as the Surviving Corporation, may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of JanCore RI, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and JanCore FL does hereby irrevocably appoint the Rhode Island Secretary of State as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Rhode Island Secretary of State is Partridge Snow & Hahn LLP, 40 Westminister Street, Suite 1100, Providence, Rhode Island 02903 Attn: David M. Gilden, Esq., until such time as the Surviving Corporation shall have hereafter designated in writing to the Rhode Island Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Rhode Island Secretary of State, duplicate copies of such process, one of which copies the Rhode Island Secretary of State shall forthwith send to the Surviving Corporation at the above address.

2. CONVERSION

Conversion. As of the Effective Time, by virtue of the Merger and without any action by the shareholders of JanCore RI or the Surviving Corporation, each share of stock of JanCore RI issued and outstanding immediately prior to the Effective Time (which represent all of the issued and outstanding equity interests in JanCore RI) shall be automatically cancelled and extinguished without any action by the holder thereof, and certificates representing such shares shall be cancelled.

3. MISCELLANEOUS


- a. Amendment or Waiver. No amendment, change, modification, or waiver of this, or any portion of this, Agreement and Plan of Merger shall be valid, unless in writing and signed by all the parties hereto.

- b. Abandonment. At any time before filing of the Articles of Merger, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by written consent of the shareholders of either JanCore RI or JanCore FL, or both, notwithstanding the approval of this Agreement and Plan of Merger by the shareholders of JanCore RI or JanCore FL, or both.
- c. Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation, and copies thereof will be furnished to any shareholder of JanCore RI or JanCore FL upon request and without cost. This Agreement and Plan of Merger constitutes the entire understanding and agreement of the parties with respect to its subject matter.
- d. Governing Law. This Agreement and Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the law of the State of Florida, without giving effect to its conflicts of law principles.
- e. Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, if filed, the same may be executed in any number of counterparts, each of which shall be deemed to be an original


(Signature Page Follows)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective officers duly authorized as of the day and year first written above.

JanCore, Inc. (a Rhode Island corporation)

By: 
Name: Cynthia J. Simonson
Title: Director

JanCore, Inc. (a Florida corporation)

By: 
Name: Cynthia J. Simonson
Title: Director

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