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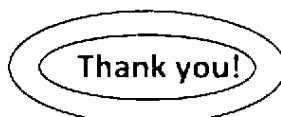
Name:	CLEAR SIGHT INC.
Document #:	
Order #:	12347473

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Amount: \$ 78.75



**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>
ClearSight Inc.	Florida	Corporation
ClearSight LLC	New York	LLC

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>
ClearSight 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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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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 nor more than 90 days after the date this document is filed by the Florida Department of State:

October 25, 2019

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.

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:

N/A

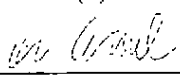
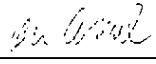
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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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TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ClearSight Inc.		Ori Carmel, President
ClearSight LLC		Ori Carmel, Member

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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JANUARY 17, 2020

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this *Agreement*) is entered into on October 20, 2019 and effective as of October 25, 2019 (the *Effective Date*), by and between ClearSight LLC, a New York limited liability company (*ClearSight NY*), and ClearSight Inc., a Florida corporation (*ClearSight FL*).

Recitals

- A. ClearSight NY was formed on June 7, 2018 under the laws of the State of New York.
- B. ClearSight FL was formed on October 8, 2019 under the laws of the State of Florida.
- C. ClearSight NY and ClearSight FL may, under the laws of the States of New York and Florida, be merged into a single corporation, and it is deemed to be in the best interests of ClearSight NY and ClearSight FL that they merge pursuant to the provisions of the New York Limited Liability Company Law and the Florida Business Corporation Act.
- D. Pursuant to this Agreement of Merger, ClearSight NY shall be merged with and into ClearSight FL.
- E. ClearSight NY and ClearSight FL intend that the merger shall be a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the *Code*).

Therefore, in consideration of the mutual covenants contained in this Agreement, the receipt and sufficiency of which are hereby acknowledged, ClearSight NY and ClearSight FL hereby agree as follows:

- 1. ClearSight NY hereby merges with and into ClearSight FL (the *Merger*). ClearSight FL shall survive the Merger (in such capacity, the *Surviving Corporation*).
- 2. The Merger shall be effective for accounting purposes as of the Effective Date.
- 3. ClearSight FL's Articles of Incorporation as in effect on the Effective Date shall continue in full force and effect as the Surviving Corporation's Articles of Incorporation, and ClearSight NY's Articles of Organization shall be of no further force or effect.
- 4. ClearSight FL's Bylaws as in effect on the Effective Date shall continue in full force and effect as the Surviving Corporation's Bylaws, and ClearSight NY's Limited Liability Company Agreement as it existed immediately before the Effective Date shall be of no further force or effect.

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JANUARY 1, 2020

5. ClearSight FL's officers and directors in office on the Effective Date shall be the Surviving Corporation's officers and directors.

6. Immediately before the Merger, Ori Carmel was the sole member of ClearSight NY. Upon the Effective Date, all of the membership interests in ClearSight NY shall be cancelled in connection with the Merger, and the sole member of ClearSight NY shall receive, in exchange, 50 shares of stock in ClearSight FL. The sole member of ClearSight NY shall have the same rights to acquire shares of stock in ClearSight FL as it had to acquire membership interests in ClearSight NY.

7. Upon the Effective Date, the Surviving Corporation and ClearSight NY shall cause: (a) an appropriate Certificate of Merger to be executed and filed with the Secretary of State of the State of New York in such form as required by the New York Limited Liability Company Law; and (b) appropriate Articles of Merger to be executed and filed with the Secretary of State of the State of Florida in such form as required by the Florida Business Corporation Act.

8. Upon the Effective Date, (a) the separate existence of ClearSight NY shall cease; (b) all of ClearSight NY's property, rights, privileges, franchises, licenses, registrations, and other assets of every kind and description shall be vested in the Surviving Corporation, without further act or deed; and (c) the Surviving Corporation shall be liable for all debts, liabilities, obligations, and duties of ClearSight NY.

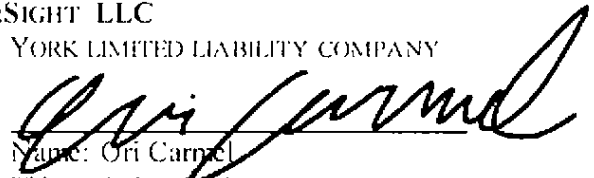
Signatures on Next Page

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JANUARY 15, 2020

In witness whereof, the parties have duly executed this Agreement and Plan of Merger as of the date first written above.

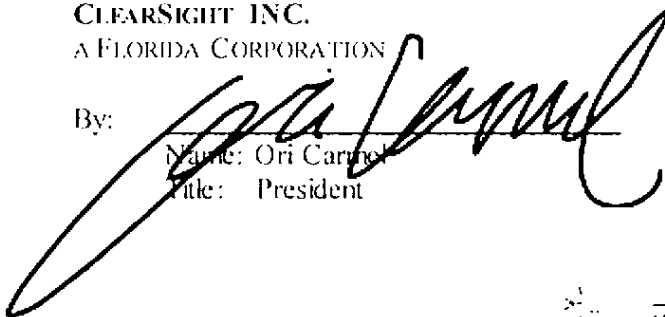
CLEAR SIGHT LLC
A NEW YORK LIMITED LIABILITY COMPANY

By:


Name: Ori Carmel
Title: Sole Member

CLEAR SIGHT INC.
A FLORIDA CORPORATION

By:


Name: Ori Carmel
Title: President

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JANUARY 1, 2020