

To: FL Dept. of State
Subject: 000204.107276

From: Katie Wonsch

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Division of Corporations

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Florida Department of State
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Fax Number : (850) 617-6380

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MERGER OR SHARE EXCHANGE

FLEXSITE DIAGNOSTICS, INC.

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JUL 13 2009

EXAMINER

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**ARTICLES OF MERGER
OF
SPM ACQUISITION CORP.
INTO
FLEXSITE DIAGNOSTICS, INC.**

FILED
09 JUL 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made and entered into this 27th day of February, 2009, by and among **SPM ACQUISITION CORP.**, a Florida corporation ("Newco") and **FLEXSITE DIAGNOSTICS, INC.**, a Florida corporation ("Diagnostics").

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Newco and Diagnostics hereby adopt the following Articles of Merger:

1. **Plan of Merger.** The Plan of Merger, which is contained in the Merger Agreement dated February 27, 2009, by and among Newco, Diagnostics, Flexsite Research and Development, LLC, a Florida limited liability company ("R&D"), and Newco's parent corporation (also referred to herein as the "Merger Agreement") is as follows:

(a) Newco shall be merged with and into Diagnostics (the "Merger"), whereupon the separate existence of Newco shall cease, and Diagnostics (the "Surviving Corporation") shall continue its corporate existence as the surviving corporation in the merger under the laws of the State of Florida.

(b) Diagnostics shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of Diagnostics and Newco, subject to certain provisions for indemnification as set forth in the Agreement and Plan of Merger.

(c) The Articles of Incorporation and bylaws of Diagnostics as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and bylaws of the Surviving Corporation, except that the Articles of Incorporation and bylaws are hereby amended to change the name of the Surviving Corporation to "Support Plus Medical Laboratory, Inc."

(d) As of the Effective Date, each share of Newco Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be converted into one fully paid and nonassessable share of Diagnostics Common Stock. At such time, each share of Newco Common Stock held in the treasury of Newco, if any, shall automatically be canceled and retired and shall cease to exist.

(e) As of the Effective Date, each share of Diagnostics Common Stock issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and cease to exist, and the certificates

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**ARTICLES OF MERGER OF
SPM ACQUISITION CORP.
INTO FLEXSITE DIAGNOSTICS, INC.
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formerly representing such Common Stock shall be converted into the right to receive one fully paid and nonassessable R&D membership interest, free and clear of all encumbrances, and the right to receive a *pro rata* share of the Merger Consideration (as such term is defined in the Merger Agreement). At such time, each share of Diagnostics Common Stock held in the treasury of Diagnostics, if any, shall automatically be cancelled and retired and shall cease to exist.

(f) As of the Effective Date, each unit of membership interest of R&D then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be canceled and retired and shall cease to exist.

2. **Effective Date.** The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State (the "Effective Date").

3. **Approval.** The Merger Agreement was approved by the Board of Directors and a majority of the shareholders of Diagnostics on February 27, 2009, and by the Board of Directors and the sole shareholder of Newco on February 27, 2009.

[SIGNATURE PAGE FOLLOW.]

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IN WITNESS WHEREOF, the parties have executed these Articles of Merger
effective the day and year first above written.

SPM ACQUISITION CORP.

By: 

Catherine K. Tranchesi, President

FLEXSITE DIAGNOSTICS, INC.

By: 

Robert Ray, President

(Signature Page: Articles of Merger)

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