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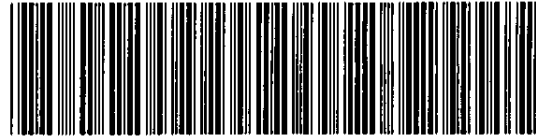
(Business Entity Name)

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*Merger*  
R. WHITE  
MAR 27 2018

FILED  
18 MAR 27 AM 11:04



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
**866.625.0838**  
COGENCYGLOBAL.COM

Date: **March 27, 2018**

Account#: I20000000088

Name: **Marisa Kugelmann**

Reference #: **T015685**

Entity Name: **ADVANCED DERMATOLOGY MANAGEMENT, INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other **Certified Copy upon filing**

Authorized Amount: **\$168.75**

Signature: **Marisa Kugelmann**

① CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40<sup>TH</sup> ST, 10<sup>TH</sup> FL  
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Authorized Amount: \$68.75

Signature: Marisa Kugelmann

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**ARTICLES OF MERGER** 18 MAR 27 AM 11:04  
**FOR**  
**OTHER BUSINESS ENTITY**  
**INTO**  
**FLORIDA FOR PROFIT CORPORATION**

The following Articles of Merger are submitted to merge the following Florida For Profit Corporation in accordance with §607.1109 of the 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>
ADM Mergeco, LLC	Delaware	Limited Liability Company
Advanced Dermatology Management, Inc.	Florida	Corporation

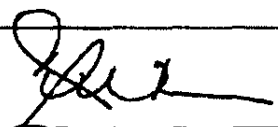
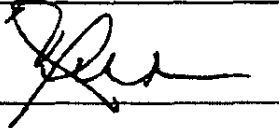
**SECOND:** The exact name, form/entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Advanced Dermatology Management, Inc.	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation and limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 605 and 607 of the Florida Statutes.

**FOURTH:** The merger shall be effective upon filing.

**FIFTH:** Signatures for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
ADM Mergeco, LLC		Name: David Wagener Title: President
Advanced Dermatology Management, Inc.		Name: David Wagener Title: President

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
ADM Mergeco, LLC	Delaware	Limited Liability Company
Advanced Dermatology Management, Inc.	Florida	Corporation

**SECOND:** The exact name, form/entity type and jurisdiction of the surviving party (the "Surviving Party") are as follows:

Name	Jurisdiction	Form/Entity Type
Advanced Dermatology Management, Inc.	Florida	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

ADM Mergeco, LLC, a Delaware limited liability company ("Mergeco"), shall be merged with and into Advanced Dermatology Management, Inc., a Florida corporation ("ADM"), upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time") with ADM surviving the merger (the "Merger").

Prior to the Merger, ADM formed ADM Parent, Inc., a Delaware corporation ("Parent") by filing a Certificate of Incorporation with respect thereto with the Secretary of State of the State of Delaware, and made an election to treat Parent as a qualified subchapter S subsidiary (the "QSub Election") within the meaning of Section 1361(b)(3)(B) of the Internal Revenue Code of 1986, as amended (the "Code").

As a result of the Merger, Parent will become an S Corporation for U.S. federal income tax and applicable state and local income tax purposes.

For federal income tax purposes (and any corresponding state and local tax purposes), the parties hereto acknowledge and agree that the QSUB Election and the Merger, taken together and pursuant to the relevant implementation documents are intended to constitute a reorganization of ADM described in Section 368(a)(1)(F) of the Code resulting in all the assets and liabilities of ADM being held by Parent.

The Articles of Incorporation and Bylaws of ADM in effect immediately prior to the Effective Time shall be and thereafter remain the Articles of Incorporation and Bylaws of the Surviving Party, until amended in accordance with applicable law.

The directors and the officers of ADM in office immediately prior to the Effective Time shall be the directors and the officers of the Surviving Party; each such director and officer shall hold office until his or her resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Party and applicable law.

At the Effective Time, the Merger shall have the effects set forth in the Florida Statutes and the Delaware Limited Liability Company Act.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of ADM or Mergeco, each share of ADM that is issued and outstanding immediately prior to the Effective Time shall be exchanged for one share of Parent. At the Effective Time, by virtue of the Merger and without any action on the part of ADM or Mergeco, each membership interest of Mergeco issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Immediately prior to the Effective Time, there are no outstanding rights to acquire any membership interests, obligations or other securities of Mergeco.