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Ryder, Margee

Carlton Fields

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MERGER OR SHARE EXCHANGE

Bancroft Oceans Five, LLC

Certificate of Status	0
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ARTICLES OF MERGER
FOR
1501 COLLINS AVENUE RECORDING STUDIOS, LLC
(L12000017427)
AND
BANCROFT OCEANS FIVE, LLC
(L13000103080)

THE FOLLOWING ARTICLES OF MERGER are submitted to merge the following Limited Liability Companies in accordance with §605.1025, Florida Statutes:

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

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Entity Type</u>
1501 Collins Avenue Recording Studios, LLC	Florida	Limited Liability Company

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

<u>Name:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BANCROFT OCEANS FIVE, LLC	Florida	Limited Liability Company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with §605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under §605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable):

- ☒ This entity existed before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may

send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes
is: _____

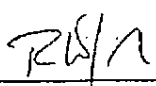
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes.

SIXTH: The effective date of this merger is upon filing with the Florida Secretary of State.

[signature page follows]

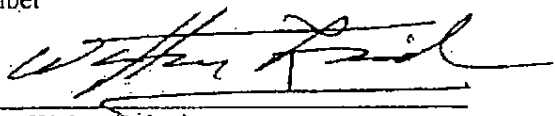
IN WITNESS WHEREOF, these Articles of merger have been executed by a duly authorized officer of each entity to the Merger.

BANCROFT OCEANS FIVE, LLC, a
Florida limited liability company

BY: 
Name: Richard Weisfisch
Title: Authorized Signatory

1501 COLLINS AVENUE RECORDING
STUDIOS, LLC, a Florida limited liability
company

BY: Zeinal Miami Beach, LLC, a Florida
limited liability company, its Managing
Member

BY: 
Name: Walter Zeinal
Title: Managing Member