

L130000112040

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

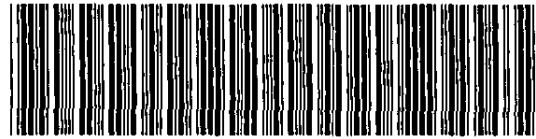
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED
13 AUG -8 AM 10:46
DIVISION OF CORPORATIONS

FILED
13 AUG -8 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
100 8.8.13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 754894 4322708
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 50.00

ORDER DATE : August 7, 2013
ORDER TIME : 9:13 AM
ORDER NO. : 754894-010
CUSTOMER NO: 4322708

*Please file 2nd.
Formation is file last*

ARTICLES OF MERGER

CUBE, THE HOSPITALITY GROUP,
LLC

INTO

CUBE, THE HOSPITALITY GROUP,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

[Handwritten initials]

APPROVED
AND
FILED

13 AUG -8 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Merger
For
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
CUBE, The Hospitality Group, LLC	FL	LLC
CUBE, The Hospitality Group, LLC	PA	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>
CUBE, The Hospitality Group, LLC	FL	LLC

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, 608, 617, and/or 620, Florida Statutes.

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:

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:

NA

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S. NA

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

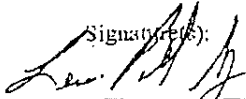
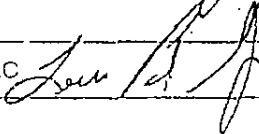
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows: NA

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CUBE, The Hospitality Group, LLC		Lewis Paul Gray
CUBE, The Hospitality Group, LLC		Lewis Paul Gray

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

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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THIRD

Plan of Merger

CUBE, THE HOSPITALITY GROUP, LLC
(a Pennsylvania limited liability company)

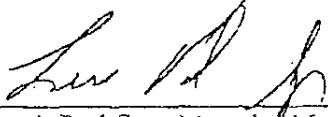
CUBE, THE HOSPITALITY GROUP, LLC
(a Florida limited liability company)

This Plan of Merger is between CUBE, The Hospitality Group, LLC ("PA CUBE"), a Pennsylvania limited liability company, and CUBE The Hospitality Group, LLC ("FL CUBE"), a Florida limited liability company. (PA CUBE and FL CUBE hereinafter are sometimes referred to collectively as the "Constituent Entities.") In consideration of the mutual covenants herein and intending to be legally bound hereby, the parties agree as follows:

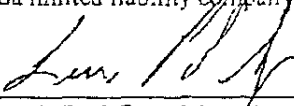
1. Pursuant to Articles of Merger to be filed with the Florida Division of Corporations and effective on upon filing thereof (the "Effective Date of the Merger"), PA CUBE shall be merged with and into FL CUBE which shall be the surviving corporation (the "Surviving Entity") and the separate existence of PA CUBE shall cease.
2. On the Effective Date of the Merger, all of the estate, property (real, personal and mixed), rights, privileges, powers, franchises, licenses, permits and interests of each of the Constituent Entities, and all of the debts and obligations of each of them, shall be vested in the Surviving Entity without further act or deed; and all claims, demands, obligations and other interests of or against each of the Constituent Entities shall be vested in the Surviving Entity as they were vested in each of the Constituent Entities; and the title to all real estate vested in each of the Constituent Entities, if any, shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity.
3. PA CUBE and FL CUBE may, by agreement in writing authorized by their respective governing boards, amend this Plan of Merger at any time before or after approval hereof.
4. The governing board of either PA CUBE or FL CUBE may, at any time prior to the time of its filing, terminate this Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this
6th day of August, 2013.

CUBE, THE HOSPITALITY GROUP, LLC,
a Pennsylvania limited liability company

By: 
Lewis Paul Gray, Managing Member

CUBE, THE HOSPITALITY GROUP, LLC,
a Florida limited liability company

By: 
Lewis Paul Gray, Managing Member