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**MERGER OR SHARE EXCHANGE
ACP NY Investor LLC**

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SECRETARY OF STATE
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**Articles of Merger
For
ACP Florida Holdings, Inc.
And
ACP Palm Beach Corp.
And
ACP Peabey Associates, L.P.
Into
ACP NY Investor LLC**

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>
ACP Florida Holdings, Inc.	Florida	Corporation
ACP Palm Beach Corp.	Florida	Corporation
ACP Peabey Associates, L.P.	Delaware	Limited Partnership

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>
ACP NY Investor LLC	Delaware	Limited Liability Company

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.

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: The effective date of the merger is the date of filing of these Articles of Merger.

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:

ACP NY Investor LLC
460 Park Avenue
11th Floor
New York, New York 10022

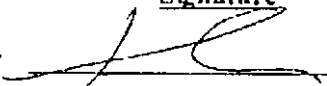



SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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.

* * *

EIGHTH: Signatures for Each Party:

<u>Entity</u>	<u>Signature</u>	<u>Name</u>	<u>Title</u>
ACP NY Investor LLC		Francesca Bodini	Authorized Representative
ACP Florida Holdings, Inc.		Francesca Bodini	Officer
ACP Palm Beach Corp.		Francesca Bodini	Officer
ACP Peabey Associates, L.P.		Francesca Bodini For ACP Florida Holdings, Inc.,	Officer of ACP Florida Holdings, Inc.,
		SOLE GENERAL PARTNER	SOLE GENERAL PARTNER

Corporations:	Chairman, Vice Chairman, President or Officer
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

ATTACHMENT

Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of December 21, 2018, by and among:

The following merging parties (the "Merging Parties"):

ACP Florida Holdings, Inc. a Florida corporation

ACP Palm Beach Corp. a Florida corporation

ACP Peabey Associates, L.P. a Delaware limited partnership

And the following surviving party (the "Surviving Party"):

ACP NY Investor LLC a Delaware limited liability company

WITNESSETH:

WHEREAS, each of the Merging Parties is a wholly-owned direct or indirect subsidiary of and under the common control of the Surviving Party; and

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act (the "Act") authorizes the merger of one or more Delaware limited liability company with and into one or more Delaware or foreign limited liability companies, corporations, trusts, or any other incorporated or unincorporated business or entity, including general and limited partnerships; and

WHEREAS, Section 607.1108 of the Florida Business Corporation Act (the "B.C.A.") authorizes the merger of one or more Florida corporations with one or more Florida or foreign other business entities, including corporations, limited partnerships, and limited liability companies; and

WHEREAS, the parties hereto wish to merge the Merging Parties with and into the Surviving Party, with the Surviving Party surviving (the "Merger"); and

WHEREAS, each of the parties hereto has obtained such approvals and consents as may be necessary under its governing documents in order to effectuate the Merger;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration the parties hereto agree as follows:

ARTICLE I MERGER

Section 1.1 Effect of the Merger. As of the Effective Time (as defined in Section 1.3 below), the Merging Parties shall merge with and into the Surviving Party, whereupon the separate existence of each of the Merging Parties shall cease and the Surviving Party shall be the surviving entity of the Merger and shall continue its legal existence. All assets, liabilities, rights and obligations of each of the Merging Parties will become the Surviving Party's as provided by law. The Surviving Party's governing documents shall be the governing documents of the surviving entity.

Section 1.2 Interests. Because each of the Merging Parties is a wholly-owned subsidiary of the Surviving Party, as of the Effective Time, all previously outstanding equity interests in each of the Merging Parties (and any certificate or certificates that may have represented such interests) will be cancelled; all outstanding equity interests in Investor will remain unaffected.

Section 1.3 Certificate of Merger. The Surviving Party shall cause a Certificate of Merger to be executed and filed with the Secretary of State of the State of Delaware as provided in Section 209 of the Act and Articles of Merger to be executed and filed with the Department of State of the State of Florida as provided in and Section 607.1109 of the B.C.A. The Merger shall become effective at the time when the Articles of Merger have been duly filed with the Department of State of the State of Florida or at such later time as may be agreed by the parties hereto and specified in the Certificates of Merger (the "Effective Time").

ARTICLE II APPROVALS & CONSENTS

Section 2.1 Florida Corporations. This Plan was approved by each Florida domestic corporation that is a party to the Merger in accordance with the applicable provisions of Chapter 607 of Title XXXVI (viz. the B.C.A.).

Section 2.2 Other Business Entities. This Plan was approved by each other non-Florida 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.

ARTICLE III SURVIVING ENTITY

Section 3.1 Address. The address of the principal office of the Surviving Entity is:

ACP NY Investor LLC
460 Park Avenue,
11th Floor,
New York, New York 10022

Section 3.2 Limited Liability Company. The Surviving Entity is a limited liability company formed under the laws of the State of Delaware. Management of the Surviving Entity is vested in a Manager, ACP NY GP LLC, a Delaware limited liability company. The name and address of said Manager is as follows:

ACP NY GP LLC
11th Floor,
460 Park Avenue,
New York, New York 10022

Section 3.3 Subsidiaries. Each of the Merging Parties is a wholly-owned direct or indirect subsidiary of and under the common control of the Surviving Party

Section 3.4 Service of Process. The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic Florida corporation that is a party to the Merger.

Section 3.5 Dissenting Shareholders. The Surviving Entity has agreed to promptly pay to the dissenting shareholders of each domestic Florida corporation that is a party to the Merger the amount, if any, to which they are entitled under F.S.A. Section 607.1302.

ARTICLE IV REPRESENTATIONS AND WARRANTIES

Section 4.1 Representation and Warranties. Each party hereto represents and warrants that:

(a) the execution and delivery of this Plan by such party and the consummation by such party of the transactions contemplated hereby have been duly authorized,

(b) this Plan has been duly executed and delivered by such party, and

(c) this Plan is a legal, valid and binding obligation of such party, enforceable against it in accordance with its terms, subject to any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors rights generally and general principles of equity (regardless of whether that enforceability is considered in a proceeding in equity or at law).

ARTICLE V MISCELLANEOUS

Section 5.1 Changes to Governing Documents. The Merger shall effect no change to the governing documents of the Surviving Entity.

Section 5.2 Further Assurances. Each party hereto agrees to take such further actions and execute such further documentation as may reasonably be necessary to effect the

Merger, to document the Merger's effects or otherwise in connection with the Merger or this Plan.

Section 5.3 Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Delaware without regard to its conflict of law principles.

Section 5.4 Third-Party Beneficiaries. There are no third-party beneficiaries to this Plan. No person not a party to this Plan has any rights under, or may enforce, this Plan.

Section 5.5 Severability. In case any one or more of the provisions contained in this Plan shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision hereof, and this Plan shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

Section 5.6 Successors and Assigns. This Plan shall be binding upon, and inure to the benefit of, the parties hereto and their respective legal representatives, successors and assigns.

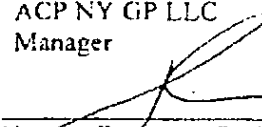
Section 5.7 Counterparts. This Plan may be executed in counterparts, each of which will be deemed to be an original instrument, and all of which taken together will constitute one and the same agreement.

[Signature page follows.]

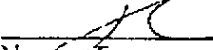
IN WITNESS WHEREOF, each of the Parties has caused this Plan to be duly executed and delivered as of the date first written above.

ACP NY INVESTOR LLC

By ACP NY GP LLC
Its Manager


By 
Name: Francesca Bodini
Title: Senior Managing Director

ACP FLORIDA HOLDINGS, INC.

By 
Name: Francesca Bodini
Title: Managing Director

By 
Name: Barbara Daly
Title: Managing Director


ACP PALM BEACH CORP.


By 
Name: Francesca Bodini
Title: Managing Director

By 
Name: Barbara Daly
Title: Managing Director

ACP PEABEY ASSOCIATES, L.P.

By ACP Florida Holdings, Inc.
Its General Partner

By 
Name: Francesca Bodini
Title: Managing Director

By 
Name: Barbara Daly
Title: Managing Director