

8/17/2017 09:23 FAX 3026745286 2001/003  
Division of Corporations Page 1 of 2  
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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (302) 617-6380

From:  
Account Name : NBI SERVICES, LLC  
Account Number : 120080000104  
Phone : (302) 674-4089  
Fax Number : (302) 674-5266

AUG 18 2017

\*\*Enter the email address for this business entity to be used to receive annual report mailings. Enter only one email address please.\*\*

Email Address: patrick.shanley@southbaypartners.com

**MERGER OR SHARE EXCHANGE  
SOUTH BAY PARTNERS GRP LLLP**

Certificate of Status	0
Certified Copy	1
Page Count	02
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\$157.50

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF MERGER

MERGING

KDI SERVICE, LLP  
(a Delaware limited liability partnership)

INTO

SOUTH BAY PARTNERS GRP LLLP  
(a Florida limited liability limited partnership)

\*\*\*\*\*

Pursuant to Section 620.2108, Florida Statutes (the "Act"), South Bay Partners GRP LLLP, DOES HEREBY CERTIFY THAT:

FIRST: The exact name, form/entity type and jurisdiction of the merging business entity is KDI Service, LLP ("Merging Entity") a Delaware limited liability partnership.

SECOND: The exact name, form/entity type and jurisdiction of the surviving entity is South Bay Partners GRP LLLP, a Florida limited liability limited partnership ("the Survivor Entity").

THIRD: The merger shall be effective under the governing laws of the Surviving Entity upon the date of filing.

FOURTH: The merger was approved by each party as required by its governing law, as evidenced by an Agreement and Plan of Merger by and between the Surviving Entity and the Merging Entity (the "Merger Agreement").

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Entity, the address of which is 1688 Meridian Ave., Suite 700, Miami Beach, Florida 33139.

SIXTH: A copy of the Merger Agreement shall be furnished to any partner of the Surviving Entity and/or partner of the Merging Entity upon request and without cost.

[signature page to follow]

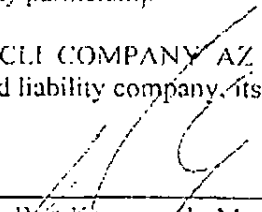
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be signed by the undersigned as of the 13<sup>th</sup> day of July, 2017.

Merging Entity

KDI SERVICE, LLP, a Delaware limited liability partnership

By: CLI COMPANY AZ LLC, an Arizona limited liability company, its managing partner

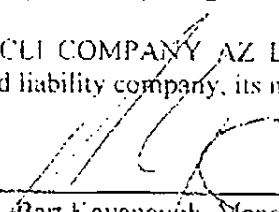
By:   
Bart Kavanaugh, Manager

Surviving Entity

SOUTH BAY PARTNERS GRP LLLP, a Florida limited liability limited partnership

By: KDI SERVICE, LLP, a Delaware limited liability partnership, its general partner

By: CLI COMPANY AZ LLC, an Arizona limited liability company, its managing partner

By:   
Bart Kavanaugh, Manager

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