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EFFECTIVE DATE

12/31/16

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**MERGER OR SHARE EXCHANGE
THREE BC'S, LTD.**

merger

Certificate of Status	0
Certified Copy	1
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\$135.00

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16 DEC 29 PM 3:29

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2016 DEC 29 AM 9:11

EFFECTIVE DATE

12/31/16

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Articles of Merger

The following Articles of Merger are submitted in accordance with Section 620.8918 of the Florida Statutes.

First:

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

THE BRIAN BRANDONBROOKE LIMITED PARTNERSHIP NEVADA NV19961059758

Second:

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

THREE BC'S LTD. FLORIDA A9600001102

Third:

The merger has been approved by all the partners of the merging party and surviving party.

Fourth:

The merger was approved by each party as required by its governing law.

Fifth:

The merger shall become effective on December 31, 2016.

Sixth:

The Plan of Merger is attached as Exhibit A.

Seventh:

The undersigned are the general partners of each partnership and authorized representative of each other party.

Dated: 12/25/16

THE BRIAN BRANDONBROOKE LIMITED PARTNERSHIP
by: Brian Brandon Brooke, Inc.

Alan Cohen, President of the General Partner,
Brian Brandon Brooke, Inc.

Dated: 12/25/16

THREE BC'S, LTD.
by: Three BC's, Inc.

Alan Cohen, President of the General Partner,
Three BC's, Inc.

EXHIBIT A

H16000318666

PLAN OF MERGER

THIS PLAN OF MERGER dated as of this 31st day of December, 2016 (the "Agreement"), is entered into between THREE BC'S, LTD., a Florida partnership ("Surviving"), and THE BRIAN BRANDONBROOKE LIMITED PARTNERSHIP, a Nevada limited partnership ("Merging" and, collectively with Surviving, the "Parties").

BACKGROUND:

The respective partners of the Parties believe that it is in the best interest of the Parties for Merging to merge with Surviving for the purpose of continuing the business of Merging in the form of a Florida partnership in accordance with the provisions of this Agreement, the Florida Revised Uniform Partnership Act and the Nevada Revised Statutes (the "Merger").

For US federal income tax purposes, the Parties intend to the fullest extent applicable that the Merger qualify as asset-over partnership merger as provided in Treasury Regulation Section 1.708-1(c)(3)(i).

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth below, and intending to be legally bound hereby, the parties confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, which are hereby incorporated by reference into this Agreement, and agree as follows:

1. **MERGER.** Merging shall be merged with and into Surviving to effectuate the Merger.
2. **APPROVAL.** The General Partners of both Parties have approved the Merger by written consent.
3. **EFFECTIVE DATE.** The Merger shall become effective as provided on December 31, 2016 in accordance with the Florida Revised Uniform Partnership Act and the filing of the Certificate of Merger with the Secretary of State of Nevada in accordance with Nevada Revised Statutes (the "Effective Date").
4. **SURVIVING Partnership.** Surviving shall be the surviving partnership of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate existence of Merging shall cease.
5. **CONVERSION OF Partnership Interest.** The Partners have identical interests in each partnership. Accordingly, their respective interests will remain the same.
6. **MISCELLANEOUS.** The provisions relating to the merger are as follows:
 - A. **Changes in Certificate of Partnership.** The Certificate of Partnership of Surviving shall continue to be its Certificate of Partnership following the Effective Date of the Merger.
 - B. **Changes in Limited Partnership Agreement.** The Amended and Restated Limited Partnership Agreement will be adopted to be consistent with the laws of the State of Florida.

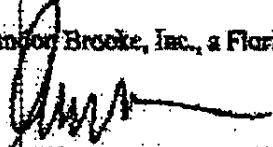
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7. **AUTHORIZATION.** The General Partners of Merging and Surviving are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

Dated as of the 31st day of December, 2016.

THE BRIAN BRANDONBROOKE LIMITED PARTNERSHIP, A Nevada limited partnership.

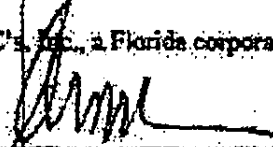
By: Brian Brandon Brooke, Inc., a Florida corporation



By: Alan Cohen, President of the General Partner, Brian Brandon Brooke, Inc.

THREE BC'S, LTD. a Florida partnership

By: Three BC's, Inc., a Florida corporation



By: Alan Cohen, President of the General Partner, Three BC's, Inc.