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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DATE: 06/08/22

NAME: Z-227 LLC

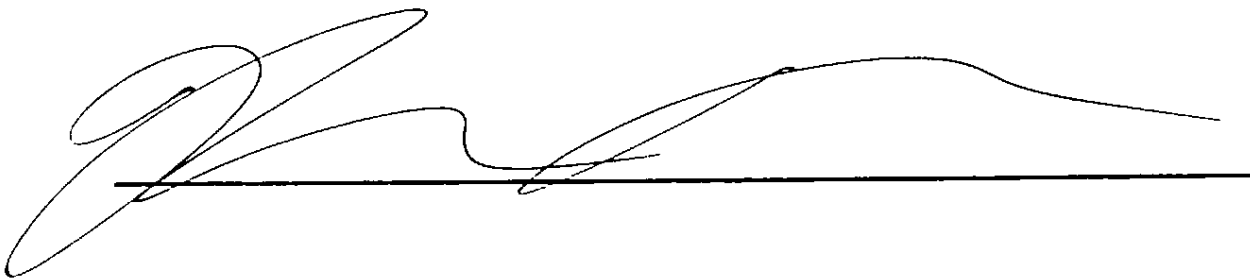
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AUTHORIZATION: ABBIE/PAUL HODGE



A large, stylized handwritten signature in black ink, appearing to read 'Paul Hodge', is written over a horizontal line.

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ARTICLES OF MERGER

CLERK OF THE COURT
STATE OF FLORIDA

Pursuant to the provisions of Section 605.1025, Florida Statutes, the following Articles of Merger are adopted:

1. The name, jurisdiction of formation and type of merging entity:
Name: Z-227 LLC
Jurisdiction: Florida
Type of entity: Limited Liability Company
2. The name, jurisdiction of formation and type of surviving entity:
Name: South Beach Resort Development LLC
Jurisdiction: Florida
Type of entity: Limited Liability Company
3. Z-227 LLC, a Florida limited liability company ("Z-227") is merged with and into South Beach Resort Development, LLC, a Florida limited liability company ("SBRD"), which is the surviving company (the "Merger"), effective as of the date of filing of these Articles of Merger with the Florida Department of State.
4. The Plan of Merger dated June 6, 2022, pursuant to which Z-227 shall be merged with and into SBRD, was adopted by the members of Z-227 by unanimous written consent adopted on June 6, 2022, and by the members of SBRD by unanimous written consent adopted June 6, 2022, all in accordance with the provisions of Sections 605.1021 through 605.1026, Florida Statutes, and without limitation of the foregoing, such Plan of Merger was approved by each member who as a result of the Merger will have interest holder liability under Florida Statutes Section 605.1023(1)(b).
5. SBRD agrees to pay any members with appraisal rights the amount, if any, to which members are entitled under Florida Statutes Sections 605.1006 and 605.1061-605.1072.
6. SBRD existed before the Merger and is a domestic filing entity, and no amendment to its public organic record is being made in conjunction with the Merger.
7. The effective date of the Merger shall be the date of filing of these Articles of Merger.

[signatures on following page]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Z-227 and SBRD on June 6, 2022.

South Beach Resort Development LLC, a Florida limited liability company

By: SO. Beach Hotel LLC, a Delaware limited liability company, its Managing Member

By: 
Louis Taic, Manager

Z-227 LLC, a Florida limited liability company

By: South Beach Resort Development LLC, a Florida limited liability company, its Manager

By: SO. Beach Hotel LLC, a Delaware limited liability company, its Managing Member

By: 
Louis Taic, Manager