

Division of Corporations

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**Florida Department of State
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**MERGER OR SHARE EXCHANGE
SUNCORE CAPITAL, LLC**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
CERTIFICATE OF MERGER
FOR
LEMAX DEVELOPMENT LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
SUNCORE CAPITAL, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 605.1025, Florida Statutes.

First: The name of the merging entity is Lemax Development LLC, a Florida limited liability company ("Lemax").

Second: The name of the surviving entity is Suncore Capital, LLC, a Delaware limited liability company ("Suncore").

Third: A true copy of the Plan of Merger is attached hereto as "Exhibit A."

Fourth: The foregoing Plan of Merger was approved by Lemax in accordance with Section 605.1023, Florida Statutes.

Fifth: The foregoing Plan of Merger was approved by Suncore in accordance with the Delaware Limited Liability Company Act.

Sixth: Suncore's principal office address is as follows:

811 Paradise Way
Sarasota, Florida 34242

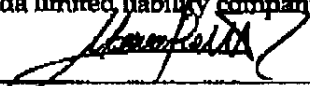
Seventh: Suncore agrees to pay any members with appraisal rights the amount, to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

Eighth: The effective date of the merger is April 1, 2016.

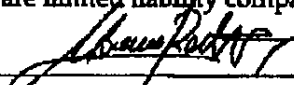
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IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

LEMAX DEVELOPMENT LLC,
a Florida limited liability company

By: 
Massimo Rastrelli
As its Manager

SUNCORE CAPITAL, LLC,
a Delaware limited liability company

By: 
Massimo Rastrelli
As its Manager

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EXHIBIT A
PLAN OF MERGER
OF LEMAX DEVELOPMENT LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
WITH AND INTO
SUNCORE CAPITAL, LLC,
A DELAWARE LIMITED LIABILITY COMPANY

Lemax Development LLC, a Florida limited liability company, and Suncore Capital, LLC, a Delaware limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 605.1022, Florida Statutes. The terms of the Plan of Merger are as follows:

1. The names of the business entities planning to merge are: Lemax Development LLC, a Florida manager-managed limited liability company ("Lemax"), and Suncore Capital, LLC, a Delaware manager-managed limited liability company ("Suncore"). As a result of the merger, Lemax shall be merged with and into Suncore. Suncore shall be the surviving business entity.
2. The merger shall be effective as of April 1, 2016 (the "Effective Date").
3. As a result of the merger, the membership interest in Lemax shall be cancelled.
4. The name and address of the Manager of Lemax is Massimo Rastrelli, 811 Paradise Way, Sarasota, Florida 34242.
5. The name and address of the Manager for Suncore is Massimo Rastrelli, 811 Paradise Way, Sarasota, Florida 34242.
6. The merger is permitted under the respective laws of Florida and Delaware.
7. This plan shall be submitted to the Member and Manager of Lemax for approval. This plan shall be submitted to the Members and Manager of Suncore for approval.
8. Pursuant to Section 605.0119, Florida Statutes, the Member of Lemax hereby waive the notification required by Section 605.0119, Florida Statutes.
9. The Members of Suncore having a membership interest in Suncore immediately prior to the Effective Date will hold the same membership interests, with

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identical designations, preferences, limitations, and relative rights, immediately after the merger.

10. The Manager of Lemax and the Manager of Suncore are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.

11. There are no other terms of or conditions to the merger.

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