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Division of Corporations

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L03000021728

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SAFCO, LLC

Certificate of Status	0
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#23000217191

Articles of Merger

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1 Motor City, LLC 1401 E. Broward Blvd., #206 Ft. Lauderdale, FL 33301	Florida	LLC

Florida Document/Registration Number: L03000008996 ✓

FEI Number: 65-1177650

2 Holder Group, LLC 1401 E. Broward Blvd., #206 Ft. Lauderdale, FL 33301
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Florida

LLC

Florida Document/Registration Number: L03000009007 ✓

FEI Number: 56-2328769

3 REMCO, LLC 1401 E. Broward Blvd., #206 Ft. Lauderdale, FL 33301

Florida

LLC

Florida Document/Registration Number: L03000008975 ✓

FEI Number: 56-2328763

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1 Safeo, LLC 1401 E. Broward Blvd., #206 Ft. Lauderdale, FL 33301	Florida	LLC

Florida Document/Registration Number: L03000021728

FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1103, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

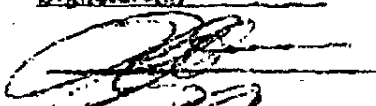
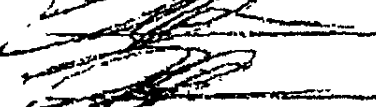
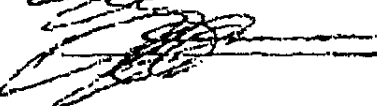

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Motor City, LLC		Bruce Herman
Holder Group, LLC		Bruce Herman
REMCO, LLC		Bruce Herman
Safco, LLC		Bruce Herman

Dated: June 19, 2003

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each *merging* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Motor City, LLC	Florida
Holder Group, LLC	Florida
REMCO, LLC	Florida

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Safco, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the absorbed limited liability companies shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed limited liability companies, without the necessity for any separate transfer. The surviving limited liability company shall then be responsible and liable for all liabilities and obligations of the absorbed limited liability company, and neither the rights of creditors nor any liens on the property of the absorbed limited liability company shall be impaired by the merger.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each membership interest in the merging party shall be converted into one membership interest in the surviving party.

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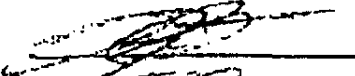
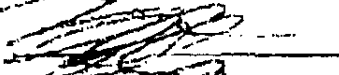
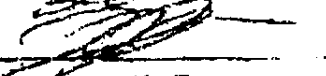
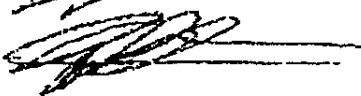
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FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Bruce Herman

1401 E. Broward Blvd., #206
Ft. Lauderdale, FL 33301

SIXTH: This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Motor City, LLC		Bruce Herman
Holder Group, LLC		Bruce Herman
REMC0, LLC		Bruce Herman
Safco, LLC		Bruce Herman

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