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MERGER OR SHARE EXCHANGE

Ashchi Investments, LLC

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ARTICLES OF MERGER
and
PLAN OF MERGER
by and between
ASHCHI HOLDINGS, LTD.,
with
ASHCHI INVESTMENTS, LLC
AS THE SURVIVING ENTITY

THESE ARTICLES OF MERGER AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 28th day of December, 2020 (the "*Effective Date*"), by and between Ashchi Investments, LLC, a Florida limited liability company (the "*Surviving Entity*"), with document number L04000031130, its principal office located at 3900 University Boulevard South, Jacksonville, Florida 32216 and Ashchi Holdings, Ltd., a Florida limited partnership, with document number A05000000888, and its principal office located at 3900 University Boulevard South, Jacksonville, Florida 32216 (the "*Disappearing Entity*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "*Constituent Entities*."

A. In conjunction with a reorganization of the Surviving Entity and the Disappearing Entity, the members have determined (1) it to be in its best interest to transfer the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is to cause the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida upon the terms and conditions set forth below.

ARTICLE I
MERGER

As of December 31, 2020, the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

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ARTICLE II

CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

The general partner of the Disappearing Entity is the Surviving Entity and it will receive a limited liability interest in the Surviving Entity with a ratio equal to its ratio of ownership in the properties vis a via the other owners of the several properties owned by the Disappearing Entity.

ARTICLE III

TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 3640 Newcomb Road, Jacksonville, Florida 32218.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper managers, officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

ARTICLE IV

EFFECT OF MERGER

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

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**ARTICLE V
AUTHORIZATION OF MERGER**

The merger between the Surviving Entity and the Disappearing Entity was approved pursuant to the provisions of Sections 605.1021 through 605.1023 and 620.2106 through 620.2109, Florida Statutes.

**ARTICLE VI
MANAGEMENT**

Immediately upon and after the merger of the Disappearing Entity with and into the Surviving Entity, Majdi Ashchi shall serve as the manager of the Surviving Entity until his successor is elected and qualified or at its earlier resignation or removal.

**ARTICLE VII
APPRAISAL RIGHTS**

Pursuant to Sections 605.1006, 605.1061 through 605.1072, 620.1110, and 620.2113 through 620.2118, Florida Statutes, the Surviving Entity agrees to pay appraisal rights to the partners of the Disappearing Entity to the effect that such members are entitled to appraisal rights.

**ARTICLE VIII
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will be complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the Constituent Entities have executed these Articles of Merger
as of the Effective Date.

SURVIVING ENTITY:

ASHCHI INVESTMENTS, LLC,
a Florida limited liability company

By: 

Majdi Ashchi, Manager

DISAPPEARING ENTITY:

ASHCHI HOLDINGS, LTD.,
a Florida limited partnership

By: ASHCHI INVESTMENTS, LLC,
a Florida limited liability company,
as General Partner

By: 

Majdi Ashchi, Manager