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Division of Corporations

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merger

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BAY MOUNTAIN HOLDINGS, LLC

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ARTICLES OF MERGER OF
JBB HOLDINGS, LLC,
INTO
BAY MOUNTAIN HOLDINGS, LLC

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104-89233

Bay Mountain Holdings, LLC, a Florida limited liability company ("Bay"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of JBB Holdings, LLC, a Florida limited liability company ("JBB"), with and into Bay. Bay shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by JBB in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Bay in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

JBB HOLDINGS, LLC,
a Florida limited liability company

By:


R. David Bustard
Its Manager

BAY MOUNTAIN HOLDINGS, LLC,
a Florida limited liability company

By:


R. David Bustard
Its Manager

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EXHIBIT A

**PLAN OF MERGER
OF JBB HOLDINGS, LLC,
WITH AND INTO
BAY MOUNTAIN HOLDINGS, LLC**

JBB Holdings, LLC, a Florida manager-managed limited liability company, and Bay Mountain Holdings, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Bay Mountain Holdings, LLC, a Florida manager-managed limited liability company ("Bay"), and JBB Holdings, LLC, a Florida manager-managed limited liability company ("JBB"). As a result of the merger, JBB shall be merged with and into Bay. Bay shall be the surviving business entity.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the membership interest of the sole member of JBB shall be cancelled. The member of JBB shall have no rights to acquire membership interests in Bay. No change shall occur in the membership interests of Bay.

4. The name and address of the manager for JBB is R. David Bustard, 200 South Orange Avenue, Sarasota, Florida 34236.

5. The name and address of the manager for Bay is R. David Bustard, 200 South Orange Avenue, Sarasota, Florida 34236.

6. This plan shall be submitted to the Member and Manager of JBB for approval. This plan shall be submitted to the Member and Manager of Bay for approval.

7. Each member of Bay having a membership interest in Bay immediately prior to the Effective Date will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

8. The Member and Manager of JBB and the Member and Manager of Bay are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

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