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TX REPORT

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Division of Corporations

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Account Number : 072720000266
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MERGER OR SHARE EXCHANGE

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MERGER OR SHARE EXCHANGE

IGH 1501 MAIN, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$227.50

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Corporate Filing Menu

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**CERTIFICATE OF MERGER OF
IGH ROOKS, LLC, IGH OVO, LLC,
AND BAY MOUNTAIN HOLDINGS, LLC,
INTO
IGH 1501 MAIN, LLC**

LD4-24751
LD4-3002
LD4-89233

LD5-43021

IGH 1501 Main, LLC, a Florida limited liability company ("1501 Main"), hereby delivers to the Department of State for filing the following Certificate of Merger for the merger of IGH Rooks, LLC, a Florida limited liability company ("Rooks"), IGH Ovo, LLC, a Florida limited liability company ("Ovo"), and Bay Mountain Holdings, LLC, a Florida limited liability company ("Bay Mountain") with and into 1501 Main. 1501 Main 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 Rooks, Ovo, and Bay Mountain in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by 1501 Main in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Department of State.

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

IGH 1501 MAIN, LLC, a Florida limited liability company

By: ISAAC GROUP HOLDINGS, LLC, a
Delaware limited liability company,
Its Manager

By: Charles Isaac
Charles Isaac
As its President

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IGH ROOKS, LLC, a Florida limited liability company

By: ISAAC GROUP HOLDINGS, LLC, a Delaware limited liability company, Its Manager

By: 
Charles Isaac
As its President

IGH OVO, LLC, a Florida limited liability company

By: ISAAC GROUP HOLDINGS, LLC, a Delaware limited liability company, Its Manager

By: 
Charles Isaac
As its President

BAY MOUNTAIN HOLDINGS, LLC, a Florida limited liability company

By: ISAAC GROUP HOLDINGS, LLC, a Delaware limited liability company, Its Manager

By: 
Charles Isaac
As its President

KAG-737991

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EXHIBIT A**PLAN OF MERGER
OF IGH ROOKS, LLC, IGH OVO, LLC,
AND BAY MOUNTAIN HOLDINGS, LLC,
WITH AND INTO
IGH 1501 MAIN, LLC**

IGH Rooks, LLC, a Florida manager-managed limited liability company, IGH Ovo, LLC, a Florida manager-managed limited liability company, Bay Mountain Holdings, LLC, a Florida manager-managed limited liability company, and IGH 1501 Main, 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 IGH Rooks, LLC, a Florida manager-managed limited liability company ("Rooks"), IGH Ovo, LLC, a Florida manager-managed limited liability company ("Ovo"), Bay Mountain Holdings, LLC, a Florida manager-managed limited liability company ("Bay Mountain"), and IGH 1501 Main, LLC, a Florida manager-managed limited liability company ("1501 Main"). As a result of the merger, Rooks, Ovo, and Bay Mountain shall be merged with and into 1501 Main. 1501 Main shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. As a result of the merger, the membership interests of the members of Rooks, Ovo, and Bay Mountain shall be cancelled. The members of Rooks, Ovo, and Bay Mountain shall have no rights to acquire membership interests in 1501 Main. No change shall occur in the membership interests of 1501 Main.
4. The name and address of the Manager for Rooks is Isaac Group Holdings, LLC, a Delaware limited liability company, 47 South Palm Avenue, Suite 301, Sarasota, Florida 34236.
5. The name and address of the Manager for Ovo is Isaac Group Holdings, LLC, a Delaware limited liability company, 47 South Palm Avenue, Suite 301, Sarasota, Florida 34236.
6. The name and address of the Manager for Bay Mountain is Isaac Group Holdings, LLC, a Delaware limited liability company, 47 South Palm Avenue, Suite 301, Sarasota, Florida 34236.
7. The name and address of the Manager for 1501 Main is Isaac Group Holdings, LLC, a Delaware limited liability company, 47 South Palm Avenue, Suite 301, Sarasota, Florida 34236.
8. This plan shall be submitted to the Member and Manager of Rooks, the Member and Manager of Ovo, the Member and Manager of Bay Mountain, and the Member and Manager of 1501 Main for approval.

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9. The Member and Manager of Rooks, the Member and Manager of Oco, the Member and Manager of Bay Mountain, and the Member and Manager of 1501 Main 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.

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

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