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mwilkinson@gray-robinson.com

February 28, 2014

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificate of Merger of ATTIC ORLANDO, LLC with and into
ORLANDO BAR GROUP LLC
Our File No. 28103-5

To Whom It May Concern:

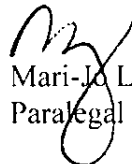
Enclosed for filing, please find an original and one copy of **CERTIFICATE OF MERGER of ATTIC ORLANDO, LLC with and into ORLANDO BAR GROUP LLC.**

**** Please note the effective date of this merger is March 1, 2014. ****

Please **FILE THE ORIGINAL**, and date-stamp the copy of these Articles. A check in the amount of **\$50.00** is enclosed. Please call me when the filing is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,


Mari-Lo Lewis-Wilkinson
Paralegal

Enclosures

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CERTIFICATE OF MERGER
Merging

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SECRETARY OF STATE
DIVISION OF CORPORATE
14 FEB 28 AM 11:47

ATTIC ORLANDO, LLC

With And Into

ORLANDO BAR GROUP LLC

This Certificate of Merger ("Certificate of Merger") is submitted in order to merge the following Florida limited liability companies (the "Merger"), in accordance with the Florida Limited Liability Company Act (the "FL LLC Act") and the Florida Revised Limited Liability Company Act (the "Revised LLC Act", and together with the FL LLC Act, the "Acts"):

ARTICLE I
Merging Entity

The exact name, type of entity and jurisdiction for the **merging** party (the "Merging Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Attic Orlando, LLC	Florida	Limited Liability Company

ARTICLE II
Surviving Entity

The exact name, type of entity and jurisdiction for the **surviving** party (the "Survivor") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Orlando Bar Group LLC	Florida	Limited Liability Company

ARTICLE III
Approval and Plan of Merger

The Merger was approved by each Florida limited liability company that is a party to the Merger and its respective members, in accordance with the applicable provisions of the Acts. The Plan of Merger pursuant to which the Merging Entity shall be merged with and into the Survivor (the "Plan of Merger"), which was also approved by each Florida limited liability company that is a party to the Merger and its respective members is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference. A copy of the Plan of Merger is

also on file at the Survivor's place of business located at 68 East Pine Street, Orlando, Florida 32801 and will be provided, upon request and without cost, to any member of the Merging Entity or the Survivor.

ARTICLE IV
Changes to Public Organic Record

The Survivor exists before the Merger and is a domestic filing entity. In accordance with the Plan of Merger, the Articles of Organization of the Survivor in effect immediately prior to the Effective Time (defined below) shall be amended and restated such that the Amended and Restated Articles of Organization attached hereto as Exhibit B shall be the Articles of Organization of the Survivor immediately following the Merger.

ARTICLE V
Appraisal Rights

The Survivor agrees to pay any members with appraisal rights the amount to which such members are entitled under the Acts, if any.

ARTICLE VI
Effective Time


The Merger shall become effective at 12:01 a.m. on March 1, 2014 (the "Effective Time").

[remainder of page intentionally left blank - - signatures to follow]

IN WITNESS WHEREOF, this Certificate of Merger is dated the 26th day of
February, 2014.

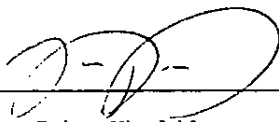
SURVIVOR:

ORLANDO BAR GROUP LLC, a
Florida limited liability company

By: 
Name: Logan Berkowitz
Title: President

MERGING ENTITY:

ATTIC ORLANDO, LLC, a
Florida limited liability company

By: 
Name: John Khalil
Title: President

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EXHIBIT A

**PLAN OF MERGER
*Merging***

ATTIC ORLANDO, LLC

With And Into

ORLANDO BAR GROUP LLC

The following Plan of Merger ("Plan of Merger") was adopted and approved by all of the managers and members of each limited liability company party to the merger, and is being submitted, in accordance with the relevant provisions of the Florida Limited Liability Company Act (the "FL LLC Act") and the Florida Revised Limited Liability Company Act (the "Revised LLC Act", and together with the FL LLC Act, the "Acts");

ARTICLE 1

The exact name, type of entity and jurisdiction of the **merging** party is as follows (the "Merging Entity");

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Attic Orlando, LLC	Florida	Limited Liability Company

ARTICLE 2

The exact name, type of entity and jurisdiction of the **surviving entity** is as follows (the "Survivor");

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Orlando Bar Group LLC	Florida	Limited Liability Company

ARTICLE 3

3.1 **The Merger.** The Merging Entity shall merge with and into Survivor (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging Entity shall cease, and the Survivor shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida.

3.2 **Effective Time.** The Merging Entity and the Survivor will cause a Certificate of Merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Acts. The Merger shall become effective at 12:01 a.m. on March 1, 2014 (the "Effective Time").

3.3 **Additional Action.** The Survivor shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document, in the name and on behalf of the Merging Entity or the Survivor, in order to vest or to perfect or confirm of record in the Survivor the title to any property, rights, privileges, powers, licenses, and franchises of the Merging Entity or the Survivor.

ARTICLE 4

4.1 **Relationship of Merging Parties.** All members of the Merging Entity are also owners, directly or indirectly, of the Survivor. The relative ownership percentages and class of ownership for each member of the Merging Entity and the Survivor immediately prior to the Effective Time is as set forth on Attachment 1 (the "Pre-Merger Interests").

4.2 **Manner and Basis of Converting Interests Generally.** Effective as of the Effective Time, the Pre-Merger Interests for each member of the Merging Entity and the Survivor shall be automatically converted into the membership interests, ownership percentages and class of ownership of the Survivor as set forth on Attachment 2 (the "Post-Merger Interests"). Each of the Pre-Merger Interests shall, by virtue of the Merger and without any action on the part of any holder thereof, be surrendered and canceled, with the Post-Merger Interests representing all of the Survivor's issued and outstanding membership interests as of the Effective Time.

4.3 **No Conversion of Rights to Acquire.** Since there were no rights to acquire any interests of the Merging Entity or the Survivor outstanding prior to the Effective Time, no conversion of such is necessary.

4.4 **Miscellaneous.**

(a) Except as otherwise explicitly set forth in this Article, no interest, dividends, or other distributions shall be payable with respect to any Pre-Merger Interests in connection with the Merger.

(b) From and after the Effective Time, no Pre-Merger Interest shall be deemed issued or outstanding, and the holders thereof shall cease to have any rights with respect thereto, except as provided herein or by the Acts. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of a Pre-Merger Interest will be required; instead, from and after the Effective Time, all Pre-Merger Interests shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging Entity shall be

closed and no transfer of Pre-Merger Interests shall thereafter be made.

ARTICLE 5

5.1 **Rights and Obligations of the Merging Entity.** By virtue of the Merger, and in accordance with and insofar as permitted by the applicable provisions of the Acts, from and after the Effective Time: (i) the Survivor shall possess all rights, privileges and powers of the Merging Entity, (ii) all property and assets of the Merging Entity shall vest in the Survivor without any further act or deed, and (iii) the Survivor shall assume and be liable for all liabilities and obligations of the Merging Entity.

5.2 **Survivor Articles of Organization.** The Articles of Organization of the Survivor in effect immediately prior to the Effective Time shall be amended and restated as of the Effective Time such that the Amended and Restated Articles of Organization attached hereto as Exhibit B shall be the Articles of Organization of the Survivor immediately following the Merger.

5.3 **Survivor Operating Agreement.** The Operating Agreement of the Survivor in effect immediately prior to the Effective Time shall be amended and restated as of the Effective Time such that the Amended and Restated Operating Agreement attached hereto as Exhibit C shall be the Operating Agreement of the Survivor immediately following the Merger.

5.4 **Merging Entity's Organizational Documents.** All Articles of Organization, operating agreements and all other organizational documents, agreements and instruments relating to the Merging Entity shall be deemed terminated as of the Effective Time.

ARTICLE 6

6.1 **Amendment.** The Merging Entity and the Survivor may, by mutual consent, amend this Plan of Merger prior to the Effective Time; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the members of the Merging Entity and the Survivor shall be subject to any restrictions contained in the Acts. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and approved by the requisite members of the Merging Entity and the Survivor.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from the Merging Entity and the Survivor) upon mutual written consent of the Merging Entity and the Survivor.

6.3 **Member Approval.** The respective obligations of the Merging Entity and the Survivor to effect the Merger shall be subject to the Merging Entity and the Survivor obtaining the requisite approval of the members of the Merging Entity and the members of the Survivor, all

as required by the Acts, prior to the Effective Time.

6.4 **Filing of the Merger Documents.** After obtaining the requisite approvals required by the Acts, the members, managers and/or officers of the Survivor and the members, managers and/or officers of the Merging Entity are hereby authorized and directed to cause a Certificate of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.

EXHIBIT B
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ORLANDO BAR GROUP LLC

See attached.

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
ORLANDO BAR GROUP LLC

ORLANDO BAR GROUP LLC (the "Company") filed its original Articles of Organization with the Florida Department of State on February 27, 2013 (the "Original Articles"), and was assigned document number L13000030396. These Amended and Restated Articles of Organization amend and restate the Original Articles, as amended to date, in their entirety.

ARTICLE I
Name

The name of this Limited Liability Company is: ORLANDO BAR GROUP LLC.

ARTICLE II
Address

The current mailing address and street address of the principal office of this Limited Liability Company are as follows:

Mailing Address:

4250 Alafaya Trail
212-385
Oviedo, Florida 32765

Principal Office Address:

68 East Pine Street
Orlando, Florida 32801

ARTICLE III
Management

This Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager-managed" limited liability company.

ARTICLE IV
Board of Managers

The names and addresses of the current managers of this Limited Liability Company are as follows:

<u>Name</u>	<u>Street Address</u>
Logan Berkowitz	68 East Pine Street Orlando, Florida 32801
John Khalil	68 East Pine Street Orlando, Florida 32801
Brandon Geers	68 East Pine Street Orlando, Florida 32801
Anna Liovas	68 East Pine Street Orlando, Florida 32801

ARTICLE V
Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the current Registered Agent of this Limited Liability Company is:

Logan Berkowitz
4250 Alafaya Trail
212-385
Oviedo, Florida 32765

[remainder of page intentionally left blank; signatures on following page]

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


REGISTERED AGENT'S SIGNATURE

Logan Berkowitz

Dated this 26th day of February, 2014


SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER

Logan Berkowitz

Typed or printed name

[Orlando Bar Group, LLC Signature Page to Amended and Restated Articles]