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Division of Corporations

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Florida Department of State  
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From:

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Account Number : 072262000447  
Phone : (561)842-3000  
Fax Number : (561)842-3626

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cward@warddamon.com

**MERGER OR SHARE EXCHANGE  
OH GEAR LLC**

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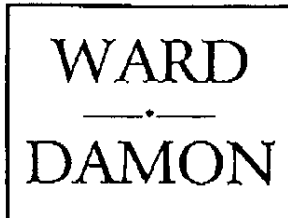
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WARD DAMON

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P. 002



4420 BEACON CIRCLE  
WEST PALM BEACH, FL 33407  
Tel: (561) 842-3000  
Direct Dial: (561) 515-5670  
Fax: (561) 842-3626  
[www.warddamon.com](http://www.warddamon.com)

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### FACSIMILE TRANSMISSION INFORMATION SHEET

Date: December 29, 2015  
To: Secretary of State of Florida Division of Corporations  
Facsimile Number: (850) 617-6381  
Total pages: 8, Including Coversheets  
From: Cathleen D. Ward, Esquire  
Re: (((H15000305993 3)))  
OH GEAR LLC

### MESSAGE

The purpose of this Fax is to merge OH GEAR LLC, a Florida limited liability company (surviving company) with OH GEAR LLC, a Tennessee limited liability company (absorbed company). Included in this Fax are the following:

1. Electronic Filing Cover Sheet
2. Ward Damon Fax Cover Sheet
3. Articles of Merger with Exhibit A, Plan of Merger

Thank you for your prompt attention regarding this matter.

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**ARTICLES OF MERGER**

(Pursuant to Section 605.1025 of  
Florida Revised Limited Liability Company Act)

**OH GEAR LLC**, a Florida limited liability company, hereinafter referred to as the "Surviving Company," and **OH GEAR LLC**, a Tennessee limited liability company, hereinafter called the "Absorbed Company", hereby agree to and submit in accordance with the Florida Revised Limited Liability Act, pursuant to s. 605.1025, the following Articles of Merger:

1. The Surviving Company, OH GEAR LLC, is a limited liability company governed by the laws of Florida.

2. The Absorbed Company, OH GEAR LLC, is a limited liability company governed by the laws of Tennessee.

3. Surviving Company and Absorbed Company entered into a Plan of Merger attached hereto as Exhibit A.

4. The Plan of Merger has been approved by the sole Member and Manager of Absorbed Company on or before the date of signing, in accordance with the provisions of Tennessee Code, s. 48-249-702.

5. The Plan of Merger was approved by the sole Member and Manager of Surviving Company on or before the date of signing, in accordance with the provisions of Florida Statutes, ss. 605.1021-605.1026.

6. The Effective Date of the merger shall be January 1, 2016.

7. The Plan of Merger is on file at the primary place of business of the Surviving Company, located at 600 Capital St., Unit A, Jupiter, FL 33458, and a copy of such Plan of Merger shall be furnished by the Surviving Company, on request and without cost, to any person holding an interest in either Absorbed Company or Surviving Company.

8. Surviving Company agrees that it may be served with process in the State of Tennessee

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in any proceeding for the enforcement of any obligation of Absorbed Company, and irrevocably appoints the Secretary of State of Tennessee as its agent to accept service of process in any such proceeding, and a copy of such process should be mailed to Surviving Company by the Secretary of State to Surviving Company's principal address, located at 600 Capital St., Unit A, Jupiter, FL 33458.

**SURVIVING COMPANY:**

**OH GEAR LLC,**  
**a Florida limited liability company**

By: \_\_\_\_\_

Eric Gioia, sole Member and Manager

**ABSORBED COMPANY:**

**OH GEAR LLC,**  
**a Tennessee limited liability company**

By: \_\_\_\_\_

Eric Gioia, sole Member and Manager

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**EXHIBIT "A"****PLAN OF MERGER**

This Plan of Merger dated this 29th day of December, 2015, between OH GEAR LLC, a Florida limited liability company, hereinafter referred to as the "Surviving Company," and OH GEAR LLC, a Tennessee limited liability company, hereinafter referred to as the "Absorbed Company."

**RECITALS**

A. Absorbed Company is a limited liability company organized under the laws of the State of Tennessee; and

B. Surviving Company is a limited liability company organized under the laws of the State of Florida; and

C. The Member and Manager of the Surviving Company and the Member and Manager of the Absorbed Company deem it desirable and in the best business interests of the respective companies and their Members that the Absorbed Company be merged into the Surviving Company pursuant to the provisions of Sections 605.1022, et seq., Florida Statutes; and

D. The purpose of this merger is to effectuate a change in the place of organization of the Absorbed Company from the State of Tennessee to the State of Florida as a Type "F" reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, and for no other purpose.

E. The sole Member of Surviving Company is the following:

1. Eric Gioia

F. The sole Member of Absorbed Company are the following:

1. Eric Gioia

G. As a result of the Merger and in accordance with the terms of this Plan of Merger, Absorbed Company will cease to have a separate company existence; all of the membership interests

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of the Members will be surrendered to Surviving Company in exchange for consideration of membership interests in the Surviving Company equal to the individual Member's membership interest in Absorbed Company.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, Absorbed Company and Surviving Company agree as follows:

Section One. Merger. Absorbed Company shall merge with and into Surviving Company whereby Surviving Company shall be the sole and only remaining business organization.

Section Two. Terms and Conditions. As of the Effective Date of the merger, as hereinafter defined, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property of the Absorbed Company, including, without limitation, real, personal, and mixed property of the Absorbed Company, without the necessity for any separate transfer, all of which shall be governed by Florida law. The Surviving Company shall thereafter be responsible and liable for the legitimate and lawful liabilities and obligations of the Absorbed Company, and neither the rights of legitimate and lawful creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger hereof.

Section Three. Transfer of Membership Interests. The manner and basis of the transfer of the membership interests of the Absorbed Company into the membership interests of the Surviving Company is as follows:

(a) On the Effective Date of the merger, all of the membership interests of Absorbed Company shall be transferred into the membership interests of the Surviving Company and all of the membership interests in the Absorbed Company issued and outstanding prior to the Effective Date shall be surrendered by its Member and shall thereupon be cancelled on the books of the Surviving Company.

(b) Surviving Company shall issue in exchange thereof certificates for the membership interests in Surviving Company to the Member identified hereinabove.

Section Four. Articles of Organization of Surviving Company. The Articles of Organization

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of the Surviving Company shall continue to be the Articles of Organization following the Effective Date of the merger.

Section Five. Member and Manager. The Member and Manager of the Surviving Company on the Effective Date of the merger shall continue as the Member and Manager of the Surviving Company.

Section Six. Name of Surviving Company. The name of the Surviving Company shall be OH GEAR LLC

Section Seven. Prohibited Transactions. Neither the Absorbed Company nor the Surviving Company shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Company and Surviving Company may take all action necessary or appropriate under the laws of the State of Florida and the State of Tennessee to consummate this merger.

Section Nine. Approval of Member and Manager. This Plan of Merger has been approved by the Member and Manager of the Absorbed Company and the Member and Manager of the Surviving Company by written consent under the applicable laws of the State of Florida and the State of New York.

Section Ten. Assets and Liabilities. The Absorbed Company hereby transfers and conveys all of its rights, title and interest in and to all of the assets of the Absorbed Company to the Surviving Company. If at time the Surviving Company shall consider or be advised that any acknowledgement or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Company any right, title or interest of the Absorbed Company held immediately prior to the Effective Date of the merger, the Absorbed Company and its Manager shall and will execute and deliver all such acknowledgements or assurances in law and all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Company that shall be necessary to carry out the purposes of this Plan of Merger, and the Surviving Company and its

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Manager are fully authorized to take any and all such action in the name of the Absorbed Company or otherwise.

Section Eleven. Effective Date of Merger. The Effective Date of the merger shall be January 1, 2016. The Articles of Merger shall be duly filed as of the Effective Date such that the Surviving Company shall be the sole business organization organized and existing for the year 2016, for tax purposes and otherwise.

Section Twelve. Execution of Plan of Merger. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Section Thirteen. Type "F" Reorganization. The sole purpose of this merger is to change the place of organization of the Absorbed Company to the State of Florida in a Type "F" reorganization. All assets and liabilities of Absorbed Company shall be assets and liabilities of Surviving Company, and no assets or liabilities shall remain with Absorbed Company.

Executed on behalf of the parties by their Managers, pursuant to the authorization of their respective Members and Managers, on the date set forth below.

Dated December 29, 2015.

**SURVIVING COMPANY:**

**OH GEAR LLC,  
a Florida limited liability company**

By:   
Eric Gioia, Manager

**ABSORBED COMPANY:**

**OH GEAR LLC,  
a Tennessee limited liability company**

By:   
Eric Gioia, Manager

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