

3/11/2020

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MERGER OR SHARE EXCHANGE**TERRA CITY CENTER INVESTMENTS II HOLDINGS II, LLC**

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ARTICLES OF MERGER

OF

TERRA CITY CENTER INVESTMENTS HOLDINGS, LLC,
a Florida limited liability company

INTO

TERRA CITY CENTER INVESTMENTS HOLDINGS II, LLC,
a Florida limited liability company

Pursuant to Florida Statutes Section 605.1025, the undersigned entities adopt the following Articles of Merger:

FIRST: The "Merged Company" is **Terra City Center Investments Holdings, LLC**, a Florida limited liability company, whose principal business address is 2665 South Bayshore Dr., Ste. 1020, Coconut Grove, FL 33133. The Merged Company's Florida document number is L16000085572.

SECOND: The "Surviving Company" is **Terra City Center Investments Holdings II, LLC**, a Florida limited liability company, whose principal business address is 2665 South Bayshore Dr., Ste. 1020, Coconut Grove, FL 33133. The Surviving Company's Florida document number is L16000085507.

THIRD: In accordance with the applicable provisions of Florida Statutes Chapter 605, the Agreement and Plan of Merger ("Plan of Merger") was unanimously adopted by the Member and Managers of the Merged Company as of March 11, 2020, and unanimously adopted by the Members and Managers of the Surviving Company as of March 11, 2020.

FOURTH: The effective date of the merger (the "Effective Date") shall be March 11, 2020, at 12:01 AM.

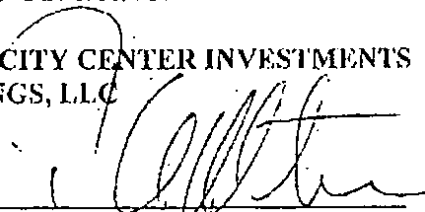
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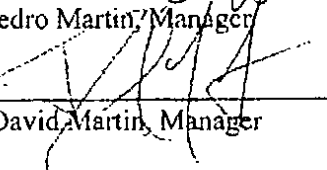
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of March 11, 2020.

MERGED COMPANY:

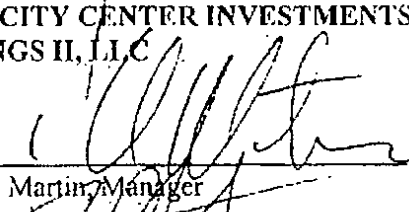
TERRA CITY CENTER INVESTMENTS
HOLDINGS, LLC

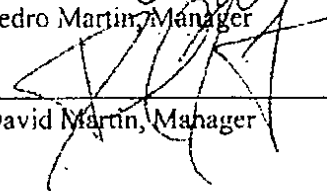
By: 
Pedro Martin, Manager

By: 
David Martin, Manager

SURVIVING COMPANY:

TERRA CITY CENTER INVESTMENTS
HOLDINGS II, LLC

By: 
Pedro Martin, Manager

By: 
David Martin, Manager

[SIGNATURE PAGE TO ARTICLES OF MERGER]

[TERRA CITY CENTER INVESTMENTS HOLDINGS, LLC into TERRA CITY CENTER
INVESTMENTS HOLDINGS II, LLC]