

12/18/2018

Division of Corporations

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Florida Department of State
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**MERGER OR SHARE EXCHANGE
OXFORD SQUARE, LLC**

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**ARTICLES OF MERGER OF
HHH OXFORD GP, INC.,
WITH AND INTO
OXFORD SQUARE, LLC**

The following Articles of Merger are being submitted to merge the following Florida limited liability company and corporation in accordance with Sections 605.1025 and 607.1109 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity that is not the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HHH Oxford GP, Inc. 2214 W. Atlantic Avenue Delray Beach, Florida 33445 Florida Document Registration No. P97000080666 Federal Employer ID No. 65-0783339	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Oxford Square, LLC 2214 W. Atlantic Avenue Delray Beach, Florida 33445 Florida Document Registration No. L16000220175 Federal Employer ID No. 65-0372219	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the provisions of Sections 605.1021-605.1026, Florida Statutes, and each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the by-laws of any corporation or the operating agreement or articles of organization of any limited liability company that is a party to the merger.

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FIFTH: The merger shall become effective on December 31, 2016.

SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: The surviving entity has agreed to pay any members of any limited liability company with appraisal rights, the amount to which such members are entitled under the Provisions of Sections 605.1006 and 605.1061-1072, Florida Statutes.

OXFORD SQUARE, LLC,
a Florida limited liability company

By: 

Harry H. Hahamovitch, Manager

HHH OXFORD GP, INC., a Florida
corporation

By: Harry H. Hahamovitch, President and
Secretary

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1022 and 607.1108, is being submitted in accordance with Sections 605.1021 and 607.1108, Florida Statutes.

FIRST: The exact name, jurisdiction, and entity type for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HHH Oxford GP, Inc.	Florida	Corporation
Oxford Square, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction, and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Oxford Square, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

As of December 31, 2016 (the "Effective Date"), HHH Oxford GP, Inc., shall be merged with and into Oxford Square, LLC, with the effect provided by Florida Statutes, the separate existence of HHH Oxford GP, Inc., shall cease, and Oxford Square, LLC, as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Organization and Operating Agreement of Oxford Square, LLC, as they exist on the Effective Date. HHH Oxford GP, Inc., is the sole member of Oxford Square, LLC. As of the Effective Date, the shareholders of HHH Oxford GP, Inc., shall become the members of Oxford Square, LLC.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The merged party is the sole member of the survivor. Each shareholder of the merged party shall become a member of the survivor.

No additional compensation shall be paid to the shareholders of HHH Oxford GP, Inc.

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B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: Oxford Square, LLC, the surviving entity, shall be managed by one or more managers. The name and address of the current manager are as follows:

Harry H. Habamovitch
2214 W. Atlantic Avenue
Delray Beach, Florida 33445

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