

**L1600031622731710**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

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Account Number : I20020000136  
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772-226-5230

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Email Address: KEITH@WALTONCPAS.COM

**MERGER OR SHARE EXCHANGE  
JMF CONSOLIDATED HOLDINGS LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JMF INVESTMENT HOLDINGS, INC.	FLORIDA	CORPORATION
JMF CONSOLIDATED HOLDINGS, LLC	FLORIDA	LIMITED LIABILITY CO

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JMF CONSOLIDATED HOLDINGS, LLC	FLORIDA	LIMITED LIABILITY CO

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

DECEMBER 31, 2016

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

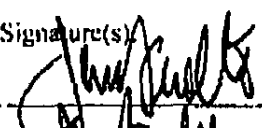
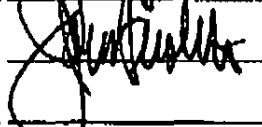
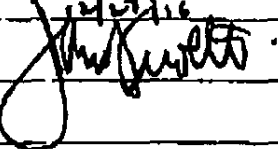
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
JMF INVESTMENT HOLDINGS, INC.		JOHN M. FEROLITO 12/27/16
JMF CONSOLIDATED HOLDINGS, LLC		JOHN M. FEROLITO 12/27/16
		

**Corporations:**

Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*

**General Partnerships:**

Signature of a general partner or authorized person

**Florida Limited Partnerships:**

Signatures of all general partners

**Non-Florida Limited Partnerships:**

Signature of a general partner

**Limited Liability Companies:**

Signature of a member or authorized representative

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

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**PLAN OF MERGER**

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JMF INVESTMENT HOLDINGS, INC.	FLORIDA	CORPORATION
JMF CONSOLIDATED HOLDINGS, LLC	FLORIDA	LIMITED LIABILITY CO

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JMF CONSOLIDATED HOLDINGS, LLC	FLORIDA	LIMITED LIABILITY CO

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

JOHN M. FEROLITO IS THE SOLE SHAREHOLDER OF THE CORPORATION AND SHALL,  
IN EXCHANGE FOR HIS SHARES WILL RECEIVE ALL MEMBERSHIP INTERESTS IN THE  
SURVIVING ENTITY, JMF CONSOLIDATED HOLDINGS, LLC

*(Attach additional sheet if necessary)*

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**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

JOHN M. FEROLITO IS THE SOLE SHAREHOLDER OF THE CORPORATION AND SHALL,

IN EXCHANGE FOR HIS SHARES WILL RECEIVE ALL MEMBERSHIP INTERESTS IN THE

SURVIVING ENTITY, JMF CONSOLIDATED HOLDINGS, LLC:

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

JOHN M. FEROLITO and RON COHEN, BOTH WITH A

MAILING ADDRESS OF 2101 NW 2ND AVENUE, SUITE 3, BOCA RATON, FL 33431

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*(Attach additional sheet if necessary)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

NONE

*(Attach additional sheet if necessary)*

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