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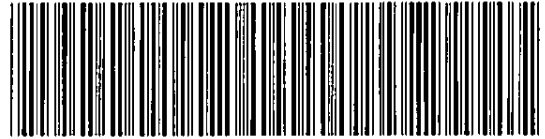
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MEBARN LLC - MERGER

Please Debit FCA000000003 For: 50

Thank you Seth Neeley



Signature

Requested by:

Name

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**ARTICLES OF MERGER OF  
H&B, LLC. INTO MEBARN, LLC.**

Pursuant to the provisions of Section 605.01 et. al. Florida Statutes, the above referenced Florida Revised Limited Liability Company Act hereby files these Articles of Merger and states:

**Article I**

The Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and is incorporated herein by reference.

**Article II**

The names of the companies subject to this merger are MEBARN, LLC., (the "Surviving Company") and H&B, LLC. (the "Merging Company").

**Article III**

The effective date of the merger shall be the date of filing.

**Article IV**

Members and Managers approval was required and obtained by both the Surviving Company and the Merging Company. The merger was approved by majority vote of the Managers and Members of MEBARN, LLC. and unanimously approved by the Managers and Members of H&B, LLC.

**Article V**

The date that the merger was adopted by the Members and Managers of the Surviving Company was March 1, 2024. The date of the merger was adopted by the Members and Managers of the Merging Company was March 1, 2024.

Article VI

The Articles of Organization of the Surviving Company are hereby amended as follows:

NONE

Article VII

The manner and basis of converting the interest of H&B, LLC shall merge into the interest of MEBARN, LLC. equally so that the members shall retain their fifty percent (50%) interest in the Surviving Company.

In witness whereof the parties hereto set their seal as of the date below written.

MEBARN, LLC.,  
a Florida limited liability company  
"Surviving Company"

By: Michael E. Barger  
Michael E. Barger, its Manager

H&B, LLC., a Florida limited liability company  
"Merging Company"

By: Michael E. Barger  
Michael E. Barger, its Manager

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**PLAN OF MERGER BETWEEN H&B, LLC.  
(THE "MERGING CORPORATION") AND SOUTHERN APPAREL CORPORATION  
(THE "SURVIVING CORPORATION")**

Pursuant to the provisions of Section 605.01 et. al. Florida Statutes, the above referenced Florida Revised Limited Liability Company Act by and through their Members and Managers do by majority vote and pursuant to their Operating Agreement, ratify and confirm this Plan of Merger (the "Plan") between the two Companies and states:

**Article I**

The names of the Companies subject to this merger are H&B, LLC. and MEBARN, LLC.

**Article II**

H&B, LLC., shall be the "Merging Company" and MEBARN, LLC. shall be the "Surviving Company".

**Article III**

The merger shall have an effective date of filing. All of the membership interest of H&B, LLC., shall be tendered to the Surviving Company and membership interest in the Surviving Company shall be issued to the previous Members of the Merging Company in such amounts as follows including the membership interest of all members of the Surviving Company:

ARNOLD S. HOFFMAN GST EXEMPT RESIDUARY TRUST	14.07%
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ARNOLD S. HOFFMAN GST NON-EXEMPT RESIDUARY TRUST	3.94%
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ARNOLD S. HOFFMAN QTIP MARITAL TRUST	0.74%
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HOFFMAN INVESTMENT COMPANY	6.25%
BETTE G. HOFFMAN and SETH LEHR as Trustees of the IRREVOCABLE DEED OF TRUST OF ARNOLD S. HOFFMAN UNDER TRUST AGREEMENT DATED NOVEMBER 8, 2012	25.0%
MICHAEL E. BARGER	50%

Article IV

The name of the Surviving Company shall be MEBARN, LLC, and therefore the Articles of Organization of the Surviving Company shall be amended to reflect this name change.

Article V

The address of the principal place of business of the Surviving Company shall remain at 3071 118<sup>th</sup> Avenue N, St. Petersburg, Florida 33716. The registered agent shall be Steven W. Moore, 8240 118<sup>th</sup> Avenue N, Suite 300, Largo, Florida 33773.

The above Plan of Merger has been adopted by majority vote of the Members and Managers of both the Surviving Company and by unanimous vote by the Merging Company on January 30, 2024.

MEBARN, LLC  
a Florida Limited Liability Company

By:   
Michael E. Barger, its Manager

H&B, LLC.,  
a Florida Limited Liability Company

By:   
Michael E. Barger, its Manager

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