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MERGER OR SHARE EXCHANGE

France MergeCo, LLC

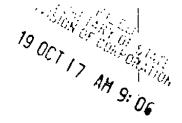
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ARTICLES OF MERGER

October 17, 2019

The following Articles of Merger are submitted in accordance with Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 605.1025 of the Florida Revised Limited Liability Company Act ("FRLLCA"):

First: The name and jurisdiction of the surviving entity:

Name

Jurisdiction

Entity Type

Document Number

France MergeCo, LLC

Florida

Limited liability

company

L19000203161

Second: The name and jurisdiction of the merging corporation:

Name Jurisdiction Entity Type Document Number

J Holder Company Florida Corporation P16000066823

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on October 17, 2019 at 9:06 a.m. Easte Davlight Time.

Fifth: The Plan of Merger was approved by the sole member of the surviving entity October 16, 2019, in accordance with the applicable provisions of the FRLLCA.

Sixth: The Plan of Merger was adopted by the sole director of the merging corporation a approved by the sole shareholder of the merging corporation on October 16, 2019, in accordar with the applicable provisions of the FBCA.

Seventh: The surviving entity agrees to pay to any members of any limited liability compa with appraisal rights the amount to which such members are entitled under Sections 605.1006 a 605.1061-605.1072 of the FRLLCA.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date first set forth above.

FRANCE MERGECO, LLC

Licence

Chief Executive Officer

J HOLDER COMPANY

James C. France, attorney-in-fact for

Jamison C. France, President

PLAN OF MERGER

FIRST: The exact name of the <u>surviving</u> entity is: France MergeCo, LLC, a Florida limit liability company (the "Company").

SECOND: The exact name of the <u>merging</u> corporation is: J Holder Company, a Flori corporation ("Merging Entity").

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

On October 17, 2019 at 9:06 a.m. Eastern Daylight Time (the "Effective Time"), upon a terms and subject to the conditions set forth in that certain Master Contribution and Merg Agreement dated October 17, 2019, by and among the Company, Merging Entity, and the other parties named therein (the "Agreement") and in accordance with the Florida Business Corporati Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLLCA"), Mergi Entity shall merge with and into Company, the separate corporate existence of Merging Entity we cease, and Company will continue its existence under the FRLLCA as the surviving company in a merger and will remain a wholly-owned subsidiary of France Enterprises. Inc., a Delawar corporation ("New Holdco") (the "Merger"). The Merger will have the effects as provided in a FBCA, the FRLLCA, the Agreement and these Articles of Merger. From and after the Effecti Time, Company as the surviving company will possess all of the rights, powers, privileges a franchises, and be subject to all of the obligations, liabilities, restrictions and limitations, of Mergi Entity and Company, all as provided in the FBCA and FRLLCA.

At the Effective Time, the articles of organization and operating agreement of Company, in effect immediately prior to the Effective Time, shall be the articles of organization and toperating agreement of the surviving company, in each case until thereafter further amended accordance with the terms thereof and the FRLLCA.

At the Effective Time, (I) the managers of Company immediately prior to the Effective Time shall continue to serve as the managers of the surviving company from immediately after the Effective Time until their respective successors are duly elected or appointed and qualified, and (the officers of Company immediately prior to the Effective Time shall continue to serve as the officers of the surviving company from immediately after the Effective Time until their respective successors are duly appointed.

FOURTH: The manner and basis of converting the interests, shares, obligations or oth securities of each merged party into the interests, shares, obligations or other securities of a surviving company, in whole or in part, into cash or other property is as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of Mergin Entity. Company, New Holdco or any other individual or entity, each membership interest Company that is issued and outstanding immediately prior to the Effective Time shall remain outstanding as a membership interest of the surviving company and each share of common stock Merging Entity that is issued and outstanding immediately prior to the Effective Time shall cancelled and shall cease to exist, and no consideration shall be delivered in exchange therefor

FIFTH: The name and business address of each manager of the Company is as follows:

Name	<u>Address</u> :
Ed Bennett Gary Crotty Karen Lectzow	One Daytona Boulevard Daytona Beach, Florida 32114

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