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19 OCT 17 AM 9:06

MERGER OR SHARE EXCHANGE
France MergeCo, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$68.75

\$80.00

Merge

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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 ("FRLICA"):

First: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
France MergeCo, LLC	Florida	Limited liability company	L19000203161

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
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. Eastern Daylight 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 FRLICA.

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

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

[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

By: James C. France
James C. France
Chief Executive Officer

J HOLDER COMPANY

By: James C. France
James C. France, attorney-in-fact for
Jamison C. France, President

PLAN OF MERGER

FIRST: The exact name of the surviving entity is: France MergeCo, LLC, a Florida limited liability company (the "Company").

SECOND: The exact name of the merging corporation is: J Holder Company, a Florida 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 the terms and subject to the conditions set forth in that certain Master Contribution and Merger 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 Corporation Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLLLCA"), Merging Entity shall merge with and into Company, the separate corporate existence of Merging Entity will cease, and Company will continue its existence under the FRLLLCA as the surviving company in the merger and will remain a wholly-owned subsidiary of France Enterprises, Inc., a Delaware corporation ("New Holdeo") (the "Merger"). The Merger will have the effects as provided in the FBCA, the FRLLLCA, the Agreement and these Articles of Merger. From and after the Effective Time, Company as the surviving company will possess all of the rights, powers, privileges and franchises, and be subject to all of the obligations, liabilities, restrictions and limitations, of Merging Entity and Company, all as provided in the FBCA and FRLLLCA.

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 operating agreement of the surviving company, in each case until thereafter further amended in accordance with the terms thereof and the FRLLLCA.

At the Effective Time, (1) 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 (2) 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 other securities of each merged party into the interests, shares, obligations or other securities of the 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 Merging Entity, Company, New Holdeo or any other individual or entity, each membership interest of 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 of Merging Entity that is issued and outstanding immediately prior to the Effective Time shall be 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:

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