

1/15/21

Division of Corporations

Florida Department of State

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**MERGER OR SHARE EXCHANGE
MAYFAIR INVESTMENT PARTNERS LLC**

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**ARTICLES OF MERGER
OF
MAYFAIR INVESTMENT PARTNERS LLC
a New York Limited Liability Company
AND
MAYFAIR INVESTMENT PARTNERS LLC
a Florida Limited Liability Company
INTO
MAYFAIR INVESTMENT PARTNERS LLC
a Florida Limited Liability Company**

Pursuant to the provisions of Title 36, Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act") and Section 1003 of the New York Limited Liability Company Law (the "Law"), the undersigned companies adopt the following Articles of Merger for the purpose of merging **Mayfair Investment Partners LLC**, a New York limited liability company, with and into **Mayfair Investment Partners LLC**, a Florida limited liability company (the "Merger").

1. The name of the surviving limited liability company to the Merger is **Mayfair Investment Partners LLC**, a Florida limited liability company (the "**Florida LLC**"), whose initial articles of organization were filed with the State of Florida on December 1, 2020.

2. The name of the non-surviving limited liability company to the Merger is **Mayfair Investment Partners LLC**, formed under the name **DJMD LLC**, a New York limited liability company (the "**New York LLC**"), whose initial articles of organization were filed with the State of New York on November 16, 2007.

3. The agreement of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the **Florida LLC** in accordance with Title 36, Sections 605.1021-605.1026 of the Act; by the **New York LLC** in accordance with Section 1002 of the Law; and by each member of the **Florida LLC** who as a result of the merger will have interest holder liability under Title 36, Section 605.1023(1)(b) of the Act.

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4. The articles of organization of the **Florida LLC** in effect immediately prior to the effective date and time of the Merger shall be the articles of organization of the surviving limited liability company after the effective date and time of the Merger.

5. This Articles of Merger shall be effective upon filing.

6. Pursuant to Sections 605.1006 and 605.1061-605.1072 of the Act and Section 1005 of the Law, the **Florida LLC** will promptly pay to the members of the constituent entities with appraisal rights the amount, if any, to which they shall be entitled under the provisions of the Act or Law and any applicable statute relating to the right of the members to receive payment for their interest.

7. This Merger is permitted by the laws of the State of Florida and by the laws of the State of New York and is in compliance therewith.

8. The executed Plan of Merger is on file at the principal place of business of the **Florida LLC**, and the address of such principal place of business is 10201 East Bay Harbor Drive, Suite 407, Bay Harbor Islands, Florida 33154. The **Florida LLC** will provide an executed copy of the Plan of Merger, upon request and without cost, to any member of the **New York LLC** or to any person holding an interest in any of the entities that are to merge pursuant to such Plan of Merger.

[Signature page follows]

Executed on December 31, 2020 by an authorized officer of each of the parties to the
Merger.

MAYFAIR INVESTMENT PARTNERS LLC a
Florida limited liability company

DocuSigned by:
Jonathan More
By: FBAEBDE43CA5445...
Name: Jonathan More
Its: Member

MAYFAIR INVESTMENT PARTNERS LLC a
New York limited liability company

DocuSigned by:
Jonathan More
By: FBAEBDE430A5445...
Name: Jonathan More
Its: Member

[Signature page to Articles (Certificate) of Merger]