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MERGER OR SHARE EXCHANGE  
Steel Fabricators, L.L.C.

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**Articles of Merger  
For  
Florida Limited Liability Company**

FILED  
2017 NOV 29 AM 9:21  
SECRETARY  
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 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>
FS Ft. Lauderdale, LLC	Florida	Limited Liability Company

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

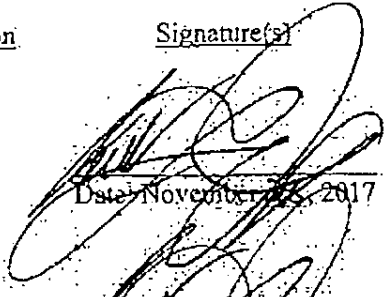
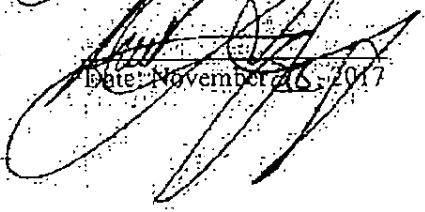
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Steel Fabricators, L.L.C.	Florida	Limited Liability Company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s. 605.1023(1)(b).

**FOURTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

**FIFTH:** The effective date of the merger will be the date of filing with the Florida Department of State.

SIXTH: Signatures for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
FS-Pt. Lauderdale, LLC	 Date: November 28, 2017	Kurt Langsenkamp President
Steel Fabricators, L.L.C.	 Date: November 28, 2017	Kurt Langsenkamp President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made as of the 28 day of November 2017, by and between FS Ft. Lauderdale, LLC, a Florida limited liability company ("Lauderdale"), and Steel Fabricators, L.L.C., a Florida limited liability company ("Steel Fab").

### WITNESSETH

WHEREAS, the managers and sole member of Steel Fab and the sole member of Lauderdale deem it advisable and in the best interests of their respective entities to have Lauderdale merge with and into Steel Fab, pursuant to this Plan and the applicable provisions of the laws of the State of Florida (such transaction being hereinafter referred to as the "Merger"), such that at the Effective Date (as defined below) of the Merger, the separate existence of Lauderdale shall cease, and Steel Fab shall continue as the surviving company; and

WHEREAS, the managers and sole member of Steel Fab and the sole member of Lauderdale have approved this Plan and the Merger contemplated hereby.

NOW, THEREFORE, the parties hereto, in consideration of the foregoing premises and the mutual covenants and agreements herein contained, hereby agree as follows:

### ARTICLE 1. THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida, Lauderdale shall merge with and into Steel Fab, with Steel Fab being the limited liability company surviving the Merger (hereinafter sometimes referred to as the "Surviving Company") as a limited liability company organized and existing under the laws of the State of Florida.

### ARTICLE 2. EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Exhibit A, executed in accordance with the laws of the State of Florida, shall be filed with the Florida Department of State. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State, as prescribed by law (such date hereinafter sometimes referred to as the "Effective Date" of the Merger).

### ARTICLE 3. CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company. Upon the Effective Date of the Merger and by virtue thereof, Lauderdale and Steel Fab shall become merged, with Steel Fab as the Surviving Company, and the separate limited liability company existence of Lauderdale shall cease.

(b) Articles of Organization. Upon the Effective Date of the Merger, the articles of organization of Steel Fab, as in effect immediately prior to the Merger becoming effective, shall be the articles of organization of the Surviving Company until amended in the manner provided by law and said articles of organization.

(c) Operating Agreement. Upon the Effective Date of the Merger, the operating agreement of Steel Fab, as in effect immediately prior to the Merger becoming effective, shall be the operating agreement of the Surviving Company until amended in the manner provided by law, the articles of organization of the Surviving Company and said operating agreement.

ARTICLE 4.  
EFFECT UPON MEMBERSHIP INTERESTS UPON THE  
EFFECTIVE DATE OF THE MERGER

(a) FS Ft. Lauderdale, LLC Interests. Upon the Effective Date of the Merger, all membership interests in Lauderdale shall be cancelled.

(b) Steel Fabricators, L.L.C. Interests. Upon the Effective Date of the Merger, all membership interests in Steel Fab shall remain issued and outstanding in the same manner as immediately before the Merger.

ARTICLE 5.  
MISCELLANEOUS

(a) Amendments. This Plan shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Plan nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other party.

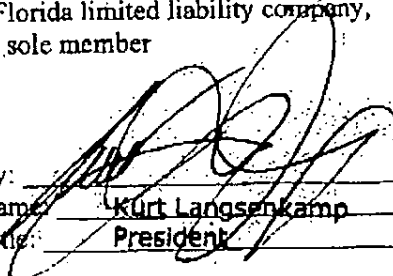
(d) Headings. The headings of the sections and articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

[SIGNATURE PAGE FOLLOWS]

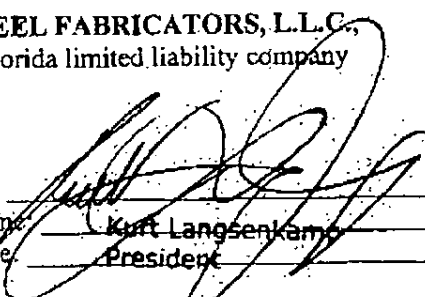
IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed on their behalf as of the date first above written.

**FS FT. LAUDERDALE, LLC,**  
a Florida limited liability company

By: **FS REAL ESTATE HOLDINGS LLC,**  
a Florida limited liability company,  
its sole member

By:   
Name: Kurt Langsenkamp  
Title: President

**STEEL FABRICATORS, L.L.C.,**  
a Florida limited liability company

By:   
Name: Kurt Langsenkamp  
Title: President

**EXHIBIT A**  
**Articles of Merger**

**Articles of Merger  
For  
Florida Limited Liability Company**

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**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>
FS Ft. Lauderdale, LLC	Florida	Limited Liability Company

**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>
Steel Fabricators, L.L.C.	Florida	Limited Liability Company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s. 605.1023(1)(b).

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**SIXTH: Signatures for Each Party:**

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
FS Ft. Lauderdale, LLC	_____ Date: November __, 2017	_____ _____
Steel Fabricators, L.L.C.	_____ Date: November __, 2017	_____ _____