

L99000003234

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MERGER OR SHARE EXCHANGE

Jax Foods, L.L.C.

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ARTICLES OF MERGER

Pursuant to the provisions of Section 605.1025 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Sections 605.1021-605.1026 of the Florida Statutes, the following Plan of Merger was approved by the written consent of **MAXX PROPERTIES, LLC**, a Florida limited liability company, whose Florida document number is L04000074532 (the "Absorbed Entity"), and **JAX FOODS, L.L.C.**, a Florida limited liability company (the "Surviving Company"), whose address is 1840 Southside Boulevard, Suite 3A, Jacksonville, FL 32216, and whose Florida document number is L99000003234.

PLAN OF MERGER

Section One. Merger. **MAXX PROPERTIES, LLC**, a Florida limited liability company, whose Florida document number is L04000074532 (the "Absorbed Entity"), shall merge with and into **JAX FOODS, L.L.C.**, a Florida limited liability company (the "Surviving Company"), whose address is 1840 Southside Boulevard, Suite 3A, Jacksonville, FL 32216, and whose Florida document number is L99000003234.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity then owing as of such date with respect to the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the Absorbed Entity into interests in the Surviving Company is as follows:

Since the ownership interests in the Absorbed Entity and the Surviving Company are the same as between the members, no additional membership units shall be issued and the membership interests after the merger shall be as follows:

Masood Kola, fifty (50%) percent Membership Interest in Jax Foods, L.L.C.

Asif Siddiquo, fifty (50%) percent Membership Interest in Jax Foods, L.L.C.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

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Ansbacher & Schneider, P.A.
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Jacksonville, FL 32256
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Section Six. Manager. The Manager of the Surviving Company on the effective date of the merger shall continue as the Manager of the Surviving Company.

Section Seven. Approval by Members of the Surviving Company, the Surviving Company and All of the Members of the Absorbed Entity. This Plan of Merger has been approved by the Members of the Surviving Company, the Surviving Company, the Absorbed Entity and by all of the Members of the Absorbed Entity.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger is filed with Florida Secretary of State.

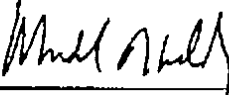
Section Nine. Requirements. The Plan of Merger meets the requirements of Section 605.1022 of the Florida Statutes, and has been approved by each limited liability company that is a party to the merger in accordance with the applicable of the provisions of Section 605.1023 of the Florida Statutes.

Section Ten. Permitted. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or the Articles of Organization of any limited liability company that is a party to the merger.

Section Eleven. Appraisal Rights. The Surviving Company agrees to pay any members of with appraisal rights the amount to which members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

The undersigned has caused these Articles of Merger of Maxx Properties, LLC into Jax Foods, L.L.C., this 23rd day of OCTOBER, 2017.

Jax Foods, L.L.C.,
a Florida limited liability company

By: 
Michael N. Schneider, Authorized Representative

"Surviving Company"

Maxx Properties, LLC,
a Florida limited liability company

By: 
Michael N. Schneider, Authorized Representative

"Absorbed Entity"