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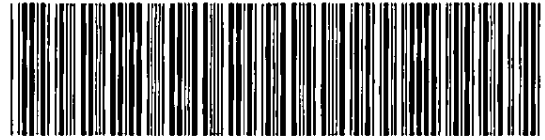
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2017 NOV 30 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger/CC

DEC 01 2017
ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 934228 4311473
AUTHORIZATION : 
COST LIMIT : \$ 80.00

ORDER DATE : November 29, 2017
ORDER TIME : 9:22 AM
ORDER NO. : 934228-005
CUSTOMER NO: 4311473

ARTICLES OF MERGER

FS DAYTONA, LLC

INTO


FABCO METAL PRODUCTS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS:



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

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 Daytona, 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>
Fabco Metal Products LLC	Delaware	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.

FILED
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SECRETARY
TALLAHASSEE, FL 32301

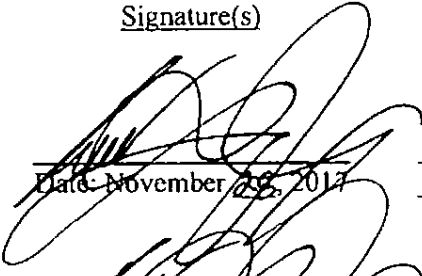
SIXTH: Signatures for Each Party:

Name of Entity/Organization

Signature(s)

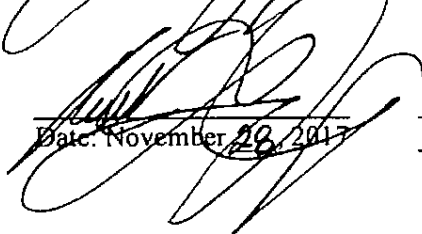
Typed or Printed Name of
Individual & Title

FS Daytona, LLC


Date: November 28, 2017

Kurt Langsenkamp
President

Fabco Metal Products LLC


Date: November 28, 2017

Kurt Langsenkamp
VICE 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 Daytona, LLC, a Florida limited liability company ("Daytona"), and Fabco Metal Products LLC, a Delaware limited liability company ("Fabco").

WITNESSETH

WHEREAS, the managers and sole member of Fabco and the sole member of Daytona deem it advisable and in the best interests of their respective entities to have Daytona merge with and into Fabco, pursuant to this Plan and the applicable provisions of the laws of the State of Florida and the State of Delaware (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 Daytona shall cease, and Fabco shall continue as the surviving company; and

WHEREAS, the managers and sole member of Fabco and the sole member of Daytona 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 and the State of Delaware, Daytona shall merge with and into Fabco, with Fabco 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 Delaware.

ARTICLE 2. EFFECTIVE DATE

A Certificate of Merger, substantially in the form attached as Exhibit A, and Articles of Merger, substantially in the form attached as Exhibit B, executed in accordance with the respective laws of the State of Delaware and the State of Florida, shall be filed with the Secretary of State of Delaware and the Florida Department of State, respectively. The Merger shall become effective upon the filing of the Certificate of Merger relating to the Merger with the Secretary of State of Delaware and the filing of the Articles of Merger relating to the 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, Daytona and Fabco shall become merged, with Fabco as the Surviving Company, and the separate limited liability company existence of Daytona shall cease.

(b) Certificate of Formation. Upon the Effective Date of the Merger, the certificate of formation of Fabco, as in effect immediately prior to the Merger becoming effective, shall be the certificate of formation of the Surviving Company until amended in the manner provided by law and said certificate of formation.

(c) Operating Agreement. Upon the Effective Date of the Merger, the operating agreement of Fabco, 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 certificate of formation of the Surviving Company and said operating agreement.

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

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

(b) Fabco Metal Products LLC Interests. Upon the Effective Date of the Merger, all membership interests in Fabco 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.

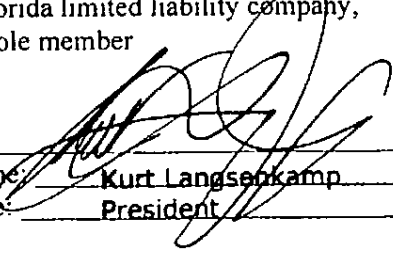
(d) Headings. The headings of the sections and articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

[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 DAYTONA, 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

FABCO METAL PRODUCTS LLC,
a Delaware limited liability company

By: 
Name: Kurt Langsenkamp
Title: VICE President

EXHIBIT A

Certificate of Merger

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Fabco Metal Products LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is FS Daytona, LLC. The jurisdiction in which this Limited Liability Company was formed is Florida.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is Fabco Metal Products LLC.

Fifth: The executed Agreement of Merger is on file at 1490 Frances Drive, Daytona Beach, Florida 32124, the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this ____ day of November, 2017.

By: _____
Authorized Person

Name: _____
Print or Type

EXHIBIT B

Articles of Merger

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For
Florida Limited Liability Company**

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SIXTH: Signatures for Each Party:

Name of Entity/Organization

Signature(s)

Typed or Printed Name of
Individual & Title

FS Daytona, LLC

Date: November __, 2017

Fabco Metal Products LLC

Date: November __, 2017

