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MERGER OR SHARE EXCHANGE COLOGIX JACKSONVILLE, LLC

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9/30/2013

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SECNETALLY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

JAX MEET ME ROOM, LLC. (a Florida limited liability company)

WITH AND INTO

COLOGIX JACKSONVILLE, LLC (a Delaware limited liability company)

To the Secretary of State State of Florida

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of a domestic wholly-owned subsidiary limited liability company into its foreign parent limited liability company, the foreign parent limited liability company hereinafter named does hereby adopt the following Articles of Merger.

- 1. Attached hereto as Exhibit A is a copy of the Agreement and Plan of Merger (the "Plan of Merger") for merging JAX Meet Me Room, LLC into Cologix Jacksonville, LLC.
- 2. The Plan of Merger has been approved by the unanimous written consent of the Sole Member of JAX Meet Me Room, LLC under the provisions of Section 608.438 of the Florida Limited Liability Company Act (the "FLLCA") and pursuant to the applicable provisions of the laws by which it is governed.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 837.012, Florida Statutes as if I had signed this document under oath.

Executed on September 30, 2013

[Signature Page Follows]

JAX MEET ME ROOM, LLC

By: dici Dieman

Heidi Diemar Secretary

COLOGIX JACKSONVILLE, LLC

Sy: ____

Secretary and General Counsel

EXHIBIT A

See Attached

AGREEMENT AND PLAN OF MERGER

between

JAX MEET ME ROOM, LLC a Florida limited liability company

and

COLOGIX JACKSONVILLE, LLC
a Delaware limited liability company

Dated: September 30, 2013

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated September 30, 2013, by and between JAX Meet Me Room, LLC, a Florida limited liability company ("Sub") and Cologix Jacksonville, LLC, a Delaware limited liability company ("Parent").

WHEREAS, Sub is a wholly-owned subsidiary of Parent and the sole member of Sub and the sole member of Parent each deem it advisable and in the best interests of Sub and Parent, as applicable, and have approved, the merger of Sub with and into Parent (the "Merger"), in accordance with the Delaware Limited Liability Company Act (the "DLLCA") and the Florida Limited Liability Company Act ("FLLCA"), upon the terms and subject to the conditions of this Plan of Merger and have approved and adopted this Plan of Merger and authorized the transactions contemplated hereby; and

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the parties hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I THE MERGER

SECTION 1.01. The Merger. On the Effective Date (as defined in Section 1.02 below), upon the terms and subject to the conditions of this Plan of Merger, (i) Sub shall be merged with and into Parent in accordance with the DLLCA and MLLCA, (ii) the separate existence of Sub shall cease, and (iii) Parent shall be the surviving limited liability company in the Merger (the "Surviving Company") and shall be named "Cologix Jacksonville, LLC"

SECTION 1.02. Effective Date. The Merger shall become effective on September 30, 2013 at 10:00 am EDT (the "Effective Date").

SECTION 1.03. <u>Certificate of Formation and Operating Agreement</u>. The Certificate of Formation and the Limited Liability Company Agreement of Parent, as in effect immediately prior to the Effective Date, shall be the Certificate of Formation and the Limited Liability Company Agreement of the Surviving Company until further amended or supplemented in accordance with their respective terms and the provisions of the DLLCA.

SECTION 1.04. Officers of the Surviving Corporation. The officers of Parent immediately prior to the Effective Date shall be the officers of the Surviving Company, until their respective successors shall have been duly elected and qualified or until their earlier death, resignation or removal.

SECTION 1.05. <u>Property</u>. All of the property, rights, privileges, leases and patents of Sub are to be transferred to and become the property of the Surviving Company. The officers and/or members of the Sub are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

SECTION 1.06. Effect of Merger on Capital Stock. On the Effective Date, (i) all units and other limited liability company interests of Sub which shall be outstanding immediately prior to the Effective Date, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled for no consideration and (ii) all units and other limited liability company interests of Parent, the Surviving Company, shall not be effected by virtue of the merger.

ARTICLE II MISCELLANEOUS

SECTION 2.01. <u>Amendment</u>. This Plan of Merger may not be amended except by an instrument in writing signed by the parties hereto.

SECTION 2.02. <u>Validity</u>. The invalidity or unenforceability of any provision of this Plan of Merger shall not affect the validity or enforceability of any other provision of this Plan of Merger, all of which shall remain in full force and effect.

SECTION 2.03. Notices. All notices, requests, claims, demands and other communications hereunder shall be in writing and shall be deemed to have been duly given to the respective parties when delivered in person, by cable, telegram, telex or telecopy, or when received by registered or certified mail (postage prepaid, return receipt requested), at their respective principal executive offices or at such other address as the person to whom notice is given may have previously furnished to the other in writing in the manner set forth above (provided that notice of any change of address shall be effective only upon receipt thereof).

SECTION 2.04. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the internal laws of the State of Delaware, without regard to its conflicts of law principles.

SECTION 2.05. <u>Descriptive Headings</u>. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan of Merger.

SECTION 2.06. <u>Counterparts</u>. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

SECTION 2.07. Parties in Interest. This Plan of Merger shall be binding upon and inure to the benefit of each party hereto and their respective successors, and nothing in this Plan of Merger, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Plan of Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf by its officer thereunto duly authorized, all as of the day and year first above written.

JAX MEET ME ROOM, LLC

Attest

essica Beniscit, Corporate Counsel

COLOGIX JACKSONVILLE, LLC

By:

Heidi Diemar, Secretary and General Counsel

Attest:

Jesus Bennett Comomite Counsel