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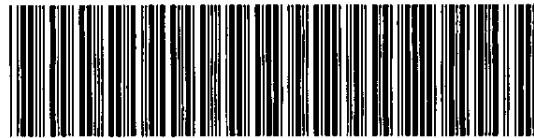
(Business Entity Name)

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12-31-14 merged

TO KNOWLEDGE
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DATE: 11-25-14

NAME: ONECBI, LLC

TYPE OF FILING: MERGER

COST: 60.00

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ONECBI, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Carolyn P. Meade

Contact Person

Moore & Van Allen PLLC

Firm/Company

100 N. Tryon Street, 47th Floor

Address

Charlotte, NC 28202

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carolyn P. Meade

Name of Contact Person

at (704) 331-3586

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
12-31-14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
CBI of South Florida, Inc.	Florida	Profit Corporation

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>
ONECBI, LLC	North Carolina	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:
December 31, 2014 at 11:59 p.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

4020 Yancey Road



Charlotte, North Carolina 28217

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CBI of South Florida, Inc.		David Longo
ONECBI, LLC		David Longo
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
CBI of South Florida, Inc.	Florida	For profit corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
ONECBI, LLC	North Carolina	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

Effective on December 31, 2014 at 11:59 p.m. (the "Effective Time"), the merging party shall be merged with and into the surviving party in accordance with Sections 607.1101 through 607.1108 of the Florida Business Corporations Act and Chapter 57D of the North Carolina Limited Liability Company Act, whereupon the separate existence of each merging entity shall cease and ONECBI, LLC shall be the surviving party (the "Surviving Company"). From and after the Effective Time, the Surviving Company shall possess all of the rights, assets, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of each of the merging entities, all as provided under the Florida Business Corporations Act and the North Carolina Limited Liability Company Act.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

With respect to the merging party, each share of its common stock outstanding immediately prior to the merger will be converted at the Effective Time into 0.01762 shares of CBI Consolidated, Inc., a North Carolina corporation which is the ultimate parent of the Surviving Company. Each shareholder of the merging party shall, upon surrender of one or more duly endorsed stock certificates representing shares of common stock of the merging entity held prior to the Effective Time (the "Pre-Merger Shares") be entitled to receive a stock certificate representing the shares of stock of CBI Consolidated, Inc. for which the Pre-Merger Shares were exchanged in the merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire the interests, shares, obligations or other securities of the merging party and thus none of such rights shall be converted into rights to acquire the interests, shares, obligations or other securities of the survivor or of CBI Consolidated, Inc.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

The sole manager (and sole member) of the Surviving Company is CBI Holding Company, LLC, a North Carolina limited liability company which is wholly-owned by CBI Consolidated, Inc.

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)