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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I1999000021
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MERGER OR SHARE EXCHANGE

Lane-Fisher Florida Liquidation Inc.

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PLEASE REPLY TO: JACKSONVILLE OFFICE
www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

November 23, 2020

VIA FAX

Division of Corporations
(850)245-6897

Re: **Lane-Fisher Florida Liquidation, Inc. (the "Company")**
Doc ID **M92826**

Dear Yasemin:

On November 19, 2020, Lane-Fisher Florida Liquidation, Inc., a Florida Corporation, filed Articles of Merger (the "*Articles of Merger*") with the Florida Division of Corporations to be effective as of November 19, 2020. I received a rejection letter because of the wrong Doc ID number used. I have attached the original fax confirmation for proof of filing on November 19, 2020, the receipt and the revised Articles of Merger and Plan of Merger. Would you please file the Article of Merger with an effective date of November 19, 2020, the original effective date. Please fax a confirmation letter to my attention.

Thank you for your assistance in this matter. If there are any questions, or if anything further is needed, please call me, at (904) 356-2600.

Sincerely,

Brittany A. Cook-Marsh,
Paralegal

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850-617-6381

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November 20, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LANE-FISHER FL LIQUIDATION, INC.

818 NORTH A1A

SUITE 104

PONTE VEDRA BEACH, FL 32082US

SUBJECT: LANE-FISHER FL LIQUIDATION, INC.

REF: M92826

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

FAX Aud. #: H20000399682
Letter Number: 620A00023497

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ARTICLES OF MERGER
of
WRF, INC.,
a Florida corporation
(as the Merging Corporation)
with and into
LANE-FISHER FL LIQUIDATION, INC.,
a Florida corporation
(as the Surviving Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: Lane-Fisher FL Liquidation, Inc., a Florida corporation. The document number of which is M92826 shall be the surviving corporation (the "*Surviving Corporation*").

SECOND: WRF, Inc., a Florida corporation. The document number of which is P97000056412 shall be the merging corporation (the "*Merging Corporation*").

THIRD: The Plan of Merger between Surviving Corporation and Merging Corporation is attached hereto as **EXHIBIT A**.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of Surviving Corporation on November 19, 2020.

SIXTH: The Plan of Merger was adopted by the shareholders of Merging Corporation on November 19, 2020.

SEVENTH: These Articles of Merger were executed as of the November 19, 2020 (the "*Effective Date*").

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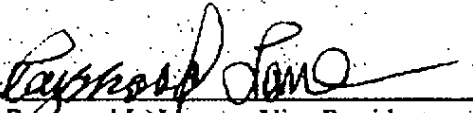
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IN WITNESS WHEREOF, these Articles of Merger were executed as of the Effective
Date.

SURVIVING CORPORATION:

LANE-FISHER FL LIQUIDATION, INC.,
a Florida corporation

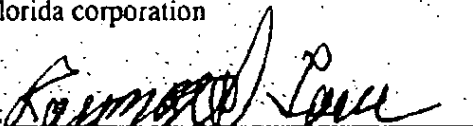
By:


Raymond L. Lane, as Vice President

MERGING CORPORATION:

WRF, INC.,
a Florida corporation

By:


Raymond L. Lane, as Vice President

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EXHIBIT A
PLAN OF MERGER
of
WRF, INC.,
a Florida corporation
with and into
LANE-FISHER FL LIQUIDATION, INC.,
a Florida corporation
(being the surviving corporation)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation:

WHEREAS, the Board of Directors of WRF, Inc., a Florida corporation (the "**Merging Corporation**"), and Lane-Fisher FL Liquidation, Inc., a Florida corporation (the "**Surviving Corporation**"), deem it advisable and in the best interest of Surviving Corporation and Merging Corporation and their respective shareholders to merge Merging Corporation with and into Surviving Corporation, with Surviving Corporation as the surviving corporation.

WHEREAS, upon the completion of the merger of the Merging Corporation with and into the Surviving Corporation, the assets and liabilities of the Merging Corporation will become the assets and liabilities of the Surviving Corporation by operation of law and the separate existence of the Merging Corporation shall cease.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Surviving Corporation and Merging Corporation shall be merged with and into a single corporation, with Surviving Corporation being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of Merging Corporation shall cease.
2. The Articles of Incorporation for Surviving Corporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.
3. The Bylaws of Surviving Corporation shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.
4. The following individuals shall serve as the members of the Board of Directors of Surviving Corporation from and after the Effective Date of the merger until their successors are elected and qualified or their earlier resignation or removal:

Michael W. Fisher
Raymond L. Lane

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5. The following individuals shall serve as the officers of the Surviving Corporation to serve in the position opposite his name, to serve as such until their successors are chosen and qualified or their earlier resignation or removal:

Michael W. Fisher

President

Raymond L. Lane

Vice President

6. From and after the Effective Date, (i) each issued and outstanding share of common stock of Merging Corporation immediately prior to the Effective Date shall be cancelled and the certificates surrendered; and (ii) each issued and outstanding share of common stock of Surviving Corporation immediately prior to the Effective Date shall remain outstanding and shall represent one (1) share of the surviving corporation.

7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and upon a majority vote of the Board of Directors of Surviving Corporation and Merging Corporation, and approval of the shareholders of Merging Corporation and Surviving Corporation to the extent any such amendment adversely affects the shareholders or changes the Article of Incorporation of the surviving corporation.

8. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of Surviving Corporation and Merging Corporation.

9. From and after the Effective Date: (a) Surviving Corporation shall possess all the rights privileges, powers and franchises of each of Surviving Corporation and Merging Corporation; (b) all property of each Surviving Corporation and Merging Corporation (real, personal, intangible and mixed) and all debts due to either of Surviving Corporation or Merging Corporation on whatever account and all and every other interest of Surviving Corporation or Merging Corporation shall be vested in Surviving Corporation and shall be thereafter the property of Surviving Corporation; (c) all rights of creditors and all liens upon any property of Surviving Corporation and/or Merging Corporation, including but not limited to the rights and liens of any lender to Merging Corporation shall be preserved unimpaired; (d) all debts liabilities, obligations and duties of each of Surviving Corporation and Merging Corporation, including but not limited to the debts, liabilities, obligations and duties of Merging Corporation to any lender, shall thenceforth attach to Surviving Corporation and may be enforced against Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by Surviving Corporation; and (e) all other effects of the merger specified in the Florida Business Corporation Act shall result therefrom.

If at any time, Surviving Corporation shall determine or be advised that any further assignments or actions are necessary or desirable to vest in Surviving Corporation, according to the terms thereof, the title to any property or rights of Merging Corporation, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of Surviving Corporation and Merging Corporation shall and will, as

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necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in Surviving Corporation, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger.

10. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

11. This Plan of Merger was executed on November 19, 2020 (the "*Effective Date*").


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IN WITNESS WHEREOF, these Articles of Merger were executed as of the Effective
Date.

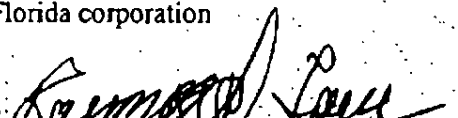
SURVIVING CORPORATION:

LANE-FISHER FL LIQUIDATION, INC.,
a Florida corporation

By: 
Raymond L. Lane, as Vice President

MERGING CORPORATION:

WRF, INC.,
a Florida corporation

By: 
Raymond L. Lane, as Vice President