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T-342 01/00 F-2

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Florida Department of State  
Division of Corporations  
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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAR 22 PM 11:30

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**FIESTA MARKETING, LLC**

Certificate of Status	0
Certified Copy	1
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**LO4-21711**  
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Mar-22-2004 01:12pm From-RUENMCCLOSKY 17FLNORTH

T-242 P 002/004 F-292

**ARTICLES OF MERGER  
OF  
FIESTA MARKETING, INC.  
INTO  
FIESTA MARKETING, LLC**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for each party are as follows:

1. Fiesta Marketing, Inc., a Florida corporation (the "Terminating Corporation")  
2543 B NW 72 Avenue, Miami, Florida 33122  
Florida Document Number: P97000024410
2. Fiesta Marketing, LLC, a Florida limited liability company  
2543 B NW 72 Avenue, Miami, Florida 33122  
Florida Document Number:

**SECOND:** Fiesta Marketing, LLC, a Florida limited liability company located at 2543 B NW 72 Avenue, Miami, Florida 33122 shall be the surviving entity (the "Surviving Company").

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 Florida Statutes, and was approved by the Terminating Corporation and the Surviving Company in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization, operating agreement, articles of incorporation, or bylaws of either party to the merger.

**FIFTH:** The merger shall become effective upon filing these Articles of Merger with the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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MAR 22 11:33  
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Mar-22-04 11:15A

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Mar-22-2004 01:12pm From-RUENMCCLOSKY 17FLNORTH

T-342 P 003/004 F-292

IN WITNESS WHEREOF, the undersigned have executed these Articles of  
Merger as of the 18 day of March, 2004.

FIESTA MARKETING, INC.

By: Michael P. Garcia  
Michael Garcia, Vice President

FIESTA MARKETING, LLC

By: Michael P. Garcia  
Michael Garcia, Manager

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TALLAHASSEE, FLORIDA

Mar-22-04 11:15A

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Mar-22-2004 01:12pm From:RUENMCCLOSKEY 17FLNORTH

T-342 P.004/004 F-202

### PLAN OF MERGER

The following is the Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

1. Fiesta Marketing, Inc., a Florida corporation (the "Terminating Corporation").
2. Fiesta Marketing, LLC, a Florida limited liability company (the "Surviving Company").

**SECOND:** Fiesta Marketing, LLC, a Florida limited liability company shall be the surviving entity.

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

The Operating Agreement of the Surviving Company, when the merger becomes effective, shall be the Operating Agreement of the Surviving Company.

**FOURTH:** The manner and basis of converting the securities of each merged party into securities of the Surviving Company, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, the member interests of the Surviving Company outstanding as of the effective time shall thereafter constitute all of the outstanding member interests of the Surviving Company.

2. All issued and outstanding shares of the Terminating Corporation as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

**FIFTH:** The name and address of the manager of the Surviving Company are Michael Garcia, 2543 B NW 72 Avenue, Miami, Florida 33122.

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