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FARR LAW FIRM

001

Division of Corporations

Page 1 of 1

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Florida Department of State
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L. SELLERS

MAY - 4 2009

From:

Account Name : THE FARR LAW FIRM
Account Number : 103654001666
Phone : (941) 639-1158
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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CHARLOTTE COUNTY TRES AMIGOS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$50.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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002

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ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Sections 608.4382 of the *Florida Statutes*.

ARTICLE I

The exact name and jurisdiction of the disappearing entity is as follows:

NAME
LOS DOS BORRACHOS, LLC
Document No. L05000011718

JURISDICTION
FLORIDA

ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

NAME
CHARLOTTE COUNTRY TRES
AMIGOS, LLC
Document No. L05000006498

JURISDICTION
FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the *Florida Statutes*. All of the managers and all of the members of the disappearing entity and the surviving entity have approved the Plan of Merger.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the disappearing entity or the surviving entity.

30 IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this day of April, 2009.

SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company

By: 
Paul M. Popper, Manager/Member

By: 
Heinz Schmidt, Member

DISAPPEARING ENTITY:

LOS DOS BORRACHOS, LLC
a Florida limited liability company

By: 
Heinz Schmidt, Manager

By: 
Paul M. Popper, Member

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TALLAHASSEE FLORIDA

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04/30/2009 15:35 IFAX 730184211.COM
APR-30-2009 THU 03:34 PM dr hearn

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FARR LAW FIRM

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ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Sections 608.4382 of the *Florida Statutes*.

ARTICLE I

The exact name and jurisdiction of the disappearing entity is as follows:

NAME
LOS DOS BORRACHOS, LLC
Document No. L05000011718

JURISDICTION
FLORIDA

ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

NAME
CHARLOTTE COUNTRY TRES
AMIGOS, LLC
Document No. L05000006498

JURISDICTION
FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the *Florida Statutes*. All of the managers and all of the members of the disappearing entity and the surviving entity have approved the Plan of Merger.

ARTICLE IV

This merger is not prohibited by any agreement or the parties or the Articles of Organization or the disappearing entity or the surviving entity.

30 IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this day of April, 2009.

SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

DISAPPEARING ENTITY:

LOS DOS BORRACHOS, LLC
a Florida limited liability
company

By: Paul M. Popper, Manager/Member

By: Heinz Schmidt, Manager

By: Heinz Schmidt, Member

By: Paul M. Popper, Member

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 608.438; 608.4381; 608.4382 and 608.4383, *Florida Statutes*;

RECITALS:

WHEREAS, LOS DOS BORRACHOS, LLC, a Florida limited liability company (Document Number L05000011718) (the "Disappearing Entity") desires to merge with and into CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company (Document Number L05000006498) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the members of the Surviving Entity own one hundred percent (100%) of the membership interest in the Disappearing Entity in the same proportion as their ownership in the Surviving Entity; and

WHEREAS, the manager and members of the Surviving Entity and the manager and members of the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

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

NAME
LOS DOS BORRACHOS, LLC
Document No. L05000011718

JURISDICTION
FLORIDA

NAME
CHARLOTTE COUNTRY TRES
AMIGOS, LLC
Document No. L05000006498

JURISDICTION
FLORIDA

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TALLAHASSEE FLORIDA

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ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
CHARLOTTE COUNTRY TRES AMIGOS, LLC Document No. L05000006498	FLORIDA

ARTICLE III

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.
2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of limited liability companies organized under the laws of the State of Florida.
3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.
5. Because the members of the Surviving Entity own one hundred percent (100%) of the membership interest in the Disappearing Entity in the same proportion as their ownership of the Surviving Entity, there shall be no conversion of the membership interest of Disappearing Entity, nor any payment therefor and the membership interest of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any member of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 20th day of April, 2009.

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SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

By: 
Paul M. Popper, Manager/Member

By: _____
Heinz Schmidt, Member

DISAPPEARING ENTITY:

LOS DOS BORRACHOS, LLC
a Florida limited liability company

By: _____
Heinz Schmidt, Manager

By: 
Paul M. Popper, Member

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SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

DISAPPEARING ENTITY:

LOS DOS BORRACHOS, LLC
a Florida limited liability company

By: _____
Paul M. Popper, Manager/Member

By: Heinz Schmidt
Heinz Schmidt, Manager

By: Heinz Schmidt
Heinz Schmidt, Member

By: _____
Paul M. Popper, Member

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CONSENTS AND APPROVALS

The undersigned being the all the members of LOS DOS BORRACHOS, LLC, a Florida limited liability company, and CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company, hereby waive notice and consent to and approve the foregoing Plan of Merger.

MEMBERS OF:
CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

By: 
Paul M. Popper, Manager/Member

By: _____
Heinz Schmidt, Member

MEMBERS OF:
LOS DOS BORRACHOS, LLC
a Florida limited liability company

By: _____
Heinz Schmidt, Manager/Member

By: 
Paul M. Popper, Member

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04/30/09 THU 13:45 FAX

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04/30/09 THU 14:31 FAX 19416390028

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CONSENTS AND APPROVALS

The undersigned being the all the members of LOS DOS BORRACHOS, LLC, a Florida limited liability company, and CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company, hereby waive notice and consent to and approve the foregoing Plan of Merger.

MEMBERS OF:

CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company

MEMBERS OF:

LOS DOS BORRACHOS, LLC
a Florida limited liability company

By: Paul M. Popper, Manager/Member

By: Heinz Schmidt, Manager/Member

By: Heinz Schmidt, Member

By: Paul M. Popper, Member

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TALLAHASSEE FLORIDA