

JUL-11-08 10:02AM

FROM: AKERMAN SENTERFITT

9544632224

T-611 P.01/06

F-548

L07000045821

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000170686 3)))



H080001706863ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

D. Quinn
Account Name : AKERMAN SENTERFITT (FT. LAUDERDALE)
Account Number : 119980000010
Phone : (954) 463-2700
Fax Number : (954) 463-2224

MERGER OR SHARE EXCHANGE

PRIVE VEGAS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

RECEIVED
2008 JUL 11 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
08 JUL 11 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

T. HAMPTON

<https://efile.sunbiz.org/scripts/efilcovr.exe>

JUL 14 2008

7/11/2008

EXAMINER

H08000170686

**ARTICLES OF MERGER
OF
LIVING ROOM VEGAS, LLC
WITH AND INTO
PRIVE VEGAS, LLC**

The following Articles of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity ("Surviving Entity") is:

NameJurisdiction

Prive Vegas, LLC
4067 Dean Martin Drive
Las Vegas, NV 89103

Florida

L07000045821

SECOND: The name and jurisdiction of the merging entity ("Merging Entity") is:

NameJurisdiction

Living Room Vegas, LLC
4067 Dean Martin Drive
Las Vegas, NV 89103

Florida

L07000045818

THIRD: On the Effective Date (as defined below), Merging Entity shall be merged with and into Surviving Entity and the separate existence of Merging Entity shall cease (the "Merger"). Surviving Entity is the surviving entity of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.

FOURTH: The Merger shall become effective ("Effective Date") on the date of the filing of the Articles of Merger with the Florida Department of State.

FIFTH: In accordance with applicable Florida law, the Plan of Merger was approved by a Unanimous Written Consent of the Members of Merging Entity dated June 8, 2008.

SIXTH: In accordance with applicable Florida law, the Plan of Merger was approved by a Unanimous Written Consent of the Members of Surviving Entity dated June 8, 2008.

[signature page follows]

H08000170686

(M2704111;1)

FILED
08 JUL 11 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H08000170686

IN WITNESS WHEREOF, the parties have executed and delivered Unanimous Written Consent as of this 6 day of July, 2008.

MERGING ENTITY:

LIVING ROOM VEGAS, LLC, a Florida
limited liability company

By: 

Title: Authorized Member

SURVIVING ENTITY:

PRIVE VEGAS, LLC, a Florida limited
liability company

By: 

Title: Authorized Member

FILED
08 JUL 11 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H08000170686

H08000170686

FILED
08 JUL 11 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
BETWEEN
LIVING ROOM VEGAS, LLC
AND
PRIVE VEGAS, LLC

This Plan of Merger is entered into by and among Living Room Vegas, LLC, a Florida limited liability company, and Prive Vegas, LLC, a Florida limited liability company, for the purpose of merging, at the Effective Time (as defined below), Living Room Vegas, LLC with and into Prive Vegas, LLC, in accordance with the applicable provisions of the Florida Limited Liability Company Act, and the following agreements, terms and provisions (the "Merger").

1. Parties to Merger and Name of Surviving Entity. The name and jurisdiction of the surviving limited liability company, is Prive Vegas, LLC, a Florida limited liability company (the "Surviving Entity"). The name and jurisdiction of the merging limited liability company is Living Room Vegas, LLC, a Florida limited liability company (the "Merging Entity" and together with the Surviving Entity the "Entities").

2. Terms and Conditions. The terms and conditions of the Merger, are as follows:

(a) At the Effective Time (as defined below), the Merging Entity will be merged with and into the Surviving Entity, the separate existence of the Merging Entity shall cease and the Surviving Entity shall continue as the surviving entity.

(b) The Merger shall have the effect set forth in Section 608.4383 of the Florida Limited Liability Company Act.

3. Effective Time. The Merger shall become effective ("Effective Time") on the date of filing the Articles of Merger with the Florida Department of State.

4. Effect of Merger on Merging Entities Member Interests. At the Effective Time, all Member Interests of the Merging Entity shall be cancelled.

5. Articles of Organization of Surviving Entity. The Articles of Organization of the Surviving Entity shall be the Articles of Organization of the Surviving Entity from and after the Effective Time until thereafter modified or amended.

6. Operating Agreement of Surviving Entity. The Amended and Restated Limited Liability Company Operating Agreement of the Surviving Entity in effect at the Effective Time, shall continue as the Operating Agreement of the Surviving Entity from and after the Effective Time until thereafter modified or amended.

7. Managers. The Administrative Managers (as defined in the Surviving Entity's Operating Agreement) of the Surviving Entity immediately prior to the Effective Time shall be the Administrative Managers of the Surviving Entity from and after the Effective Time until their successors shall have been duly appointed.

{M2704108.1}

A-1

H08000170686

H08000170686

8. Capital Accounts of Surviving Entity. Any member of the Surviving Entity immediately after the Merger who was also a member of the Merging Entity immediately prior to the Merger, shall have his capital account balance in the Merging Entity immediately prior to the Merger consolidated with his capital account balance in the Surviving Entity.
9. Approval by Surviving Entity. The Merger has previously been submitted to and approved by a Unanimous Written Consent of the Surviving Entity's members.
10. Approval by Merging Entity. The Merger has previously been submitted to and approved by a Unanimous Written Consent of the Merging Entity's members.
11. Amendment. This Plan of Merger may be amended at anytime prior to effectiveness by the Entities and without the approval of the Members of each Entity to the full extent allowable under Section 608.4381 of the Florida Limited Liability Company Act.
12. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.
13. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise.

[signature page follows]

FILED
08 JUL 11 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H08000170686

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of July __, 2008.

MERGING ENTITY:

LIVING ROOM VEGAS, LLC, a Florida
limited liability company

By: _____
Title: _____

SURVIVING ENTITY:

PRIVE VEGAS, LLC, a Florida limited
liability company

By: _____
Title: _____

H08000170686

FILED
08 JUL 11 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA