

LOG000051749

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11 AUG 12 AM 8:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Culligan AUG 12 2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Four Aces Paso Fino LLC  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Roland Sanchez-Medina Jr.

Contact Person

Sanchez-Medina, Gonzalez, Quesada et al.

Firm/Company

2333 Ponce de Leon Blvd., Suite 302

Address

Coral Gables, Florida 33146

City, State and Zip Code

roland@smgglaw.com

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

For further information concerning this matter, please call:

Roland Sanchez-Medina Jr.

Name of Contact Person

at ( 305 )

448-4344

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 25, 2011

ROLAND SANCHEZ-MEDINA JR.  
SANCHEZ-MEDINA, GONZALEZ QUESADA ET AL.  
2333 PONCE DE LEONE BLVD., SUITE 302  
CORAL GABLES, FL 33146

SUBJECT: FOUR ACES PASO FINO, LLC  
Ref. Number: L09000051749

We have received your document for FOUR ACES PASO FINO, LLC and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

There is an additional \$35.00 fee. The fee is \$35.00 per party.

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) 245-6067.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 811A00017503

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11 AUG 12 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation

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 or 617.0302, 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>
Four Aces Paso Fino, Inc.	Florida	corporation P-99610
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
Four Aces Paso Fino, LLC	Florida	limited liability company LD9-51749

**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, 608, 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 nor more than 90 days after the date this document is filed by the Florida Department of State:

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**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:

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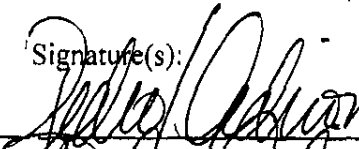
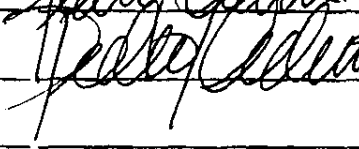
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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:
Four Aces Paso Fino, Inc.		Peter J. Adrian
Four Aces Paso Fino, LLC		Peter J. Adrian

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>
Four Aces Paso Fino, Inc.	Florida	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>
Four Aces Paso Fino, LLC	Florida	limited liability company

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

Each share of common stock in Four Aces Paso Fino, Inc. shall be converted into  
one (1) unit in Four Aces Paso Fino, LLC

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\_\_\_\_\_

*(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each share of common stock of Four Aces Paso Fino, Inc. shall be converted

into one (1) unit in Four Aces Paso Fino, LLC

*(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable

*(Attach additional sheet if necessary)*



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

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*(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:

Four Aces Paso Fino Management, LLC

11970 S.W. 64th Street

Miami, Florida 33183

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*(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:

Not applicable

*(Attach additional sheet if necessary)*

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

11 AUG 12 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*(Attach additional sheet if necessary)*