

Jun. 20. 2012 10:02AM
Division of Corporations

L110000073863

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Florida Department of State
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**MERGER OR SHARE EXCHANGE
CROQ, LLC**

Certificate of Status	1
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June 19, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREEN SCHORNFIELD

SUBJECT: CROQ LLC
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FAX Aud. #: H12000159938
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TO: REGISTRY
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Jun. 20. 2012 9:02AM

No. 0446 P. 3

H120001599383 LED
12 JUN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
MACHU, LLC *11-70554*
a Florida limited liability company
into
CROQ, LLC *11-73863*
a Florida limited liability company

THESE ARTICLES OF MERGER are hereby entered into by and between Machu, LLC, a Florida limited liability company, whose principal office is 9352 Spanish Moss Way, Bonita Springs, Florida 34135, and Croq, LLC a Florida limited liability company, whose principal office is 9352 Spanish Moss Way, Bonita Springs, Florida 34135.

Under Section 608.438 of the Florida Statutes, Machu, LLC and CROQ, LLC adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of June 15 2012 ("Plan of Merger") between Machu, LLC and Croq, LLC was approved and adopted by the members of Machu, LLC as of June 1, 2012, and was approved and adopted by the members of Croq, LLC as of June 15 2012.
2. Under the Plan of Merger, all of the issued and outstanding membership units of Machu, LLC will be acquired by means of a merger of Machu, LLC and Croq, LLC, with Croq, LLC as the surviving entity (the "Merger").
3. The Plan of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein.
4. The date and time of the effectiveness of the Merger shall be June 15 2012.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on June 15 2012.

Machu, LLC, a Florida limited liability company

By: *E. Pierrat*
Eric G. Pierrat, Manager

Croq, LLC, a Florida limited liability company

By: *E. Pierrat*
Eric G. Pierrat, Manager

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made effective as of June 15 2012 (the "Effective Date"), by and among:

- (i) Machu, LLC, a Florida limited liability company ("Machu"); and
- (ii) CROQ, LLC, a Florida limited liability company ("CROQ").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Section 608.438 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable that Machu be merged into CROQ pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto that the Membership Units of Machu shall be merged into the Membership Units of CROQ;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of Machu shall cease; and the Membership Units of Machu shall be merged into the Membership Units of CROQ. Upon the filing of Articles of Merger and this Agreement with the State of Florida, CROQ shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of Machu, and shall assume and be liable for all of the liabilities, obligations, and penalties of Machu, in accordance with the Florida Limited Liability Company Act.
2. **Continuation of Florida Limited Liability Company.** Following the merger, the existence of CROQ shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, immunities, and powers, and subject to all of the duties and liabilities, of a limited liability company organized under the laws of the State of Florida. The Certificate of Organization and the Operating Agreement of CROQ, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The members and manager of CROQ immediately prior to the Effective Date shall continue as the members and manager of CROQ.
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of CROQ and Machu.

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IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:

Machu, LLC, a Florida limited liability company

By: 
Eric G. Pierrat, Manager

Address: 9352 Spanish Moss Way
Bonita Springs, Florida 34135

Dated: June 15, 2012

Witnesses:

CROQ, LLC, a Florida limited liability company

By: 
Eric G. Pierrat, Manager

Address: 9352 Spanish Moss Way
Bonita Springs, Florida 34135

Dated: June 15, 2012

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