

#L12000019342

(Requestor's Name)

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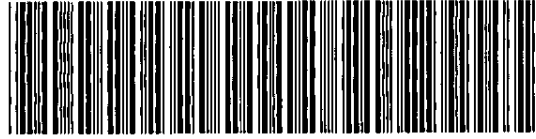
(Business Entity Name)

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FILED
12 FEB - 7 AM 9: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
FEB 9 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 087750 4310149

AUTHORIZATION

COST LIMIT

Spuddelean
\$ ~~105.00~~ \$50 *Em*

ORDER DATE : February 7, 2012

ORDER TIME : 1:25 PM

ORDER NO. : 087750-005

CUSTOMER NO: 4310149

File 2nd

ARTICLES OF MERGER

CASA BOW-WOW, LLC

INTO

CASA BOW-WOW LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

FILED
12 FEB -7 AM 9: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

CASA BOW-WOW, LLC
(a New York limited liability company)

WITH AND INTO

CASA BOW-WOW LLC
(a Florida limited liability company)

Pursuant to Section 608.4382 of the Florida Statutes

Casa BOW-WOW LLC, a Florida limited liability company, and Casa BOW-WOW LLC, a New York limited liability company, do hereby certify, pursuant to Section 608.4382 of the Florida Statutes, as follows:

FIRST: The names of the merging entities are Casa BOW-WOW LLC, a New York limited liability company ("Casa New York"), and Casa BOW-WOW LLC, a Florida limited liability company ("Casa Florida").

SECOND: The Agreement and Plan of Merger attached hereto as Exhibit A has been approved, adopted, certified, executed and acknowledged by each of Casa Florida and Casa New York pursuant to Chapter 608 of the Florida Statutes and in accordance with Section 1002(b) of the New York Limited Liability Company Law.

THIRD: The name of the surviving limited liability company is Casa BOW-WOW LLC.

FOURTH: The name of the limited liability company being merged into this surviving limited liability company is Casa BOW-WOW LLC.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by Casa Florida, on request and without cost, to any member of Casa Florida and Casa New York.

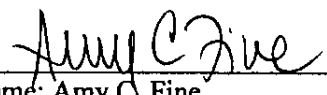
[Signature Page Follows]

IN WITNESS WHEREOF, Casa Florida and Casa New York have caused these Articles of Merger to be executed pursuant to and in accordance with Section 608.4382 of the Florida Statutes on this 7th day of February, 2012, and, by the signature below, the undersigned hereby affirms and acknowledges, under penalties of perjury, that these Articles of Merger represents the act and deed of the undersigned and that the facts stated herein are true.


CASA BOW-WOW LLC
(a Florida limited liability company)

CASA BOW-WOW LLC
(a New York limited liability company)

By:


Name: Amy C. Fine
Its: Manager and Member

By:


Name: Amy C. Fine
Its: Manager and Member

[Signature Page to Florida Articles of Merger]

AGREEMENT AND PLAN OF MERGER

BETWEEN

CASA NEW YORK, LLC
(a Florida limited liability company)

AND

CASA FLORIDA LLC
(a New York limited liability company)

This Agreement and Plan of Merger made and entered into on the 7th day of February, 2012, by and between Casa BOW-WOW LLC, a New York limited liability company (hereinafter referred to as, "Casa New York"), and Casa BOW-WOW LLC, a Florida limited liability company (hereinafter referred to as, "Casa Florida"). Casa New York and Casa Florida are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

WHEREAS, Casa New York is a limited liability company organized and existing under the laws of the State of New York, its Articles of Organization having been filed in the Office of the Secretary of State of the State of New York on the 27th day of July, 2006; and

WHEREAS, Casa Florida is a limited liability company organized and existing under the laws of the State of Florida, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Florida on the 7th day of February, 2012; and

WHEREAS, the members of Casa Florida and the members of Casa New York have deemed it advisable for the mutual benefit of each Merging Entity that Casa New York be merged with and into Casa Florida in accordance with the applicable laws of the States of Florida and New York, with Casa Florida being the surviving limited liability company.

NOW THEREFORE, the Merging Entities agree that Casa New York shall be merged with and into Casa Florida under the following terms and conditions:

1. Effect of Merger. Casa New York shall merge with and into Casa Florida, with Casa Florida being the surviving limited liability company. As of the Effective Date (as defined below), the separate existence of Casa New York shall cease and Casa Florida shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in Casa Florida without further act or deed, and the title to any real estate, or any interests herein vested in any of such limited liability companies shall not revert or be in any way impaired by reason of such merger.

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2. Name. The name of the surviving limited liability company shall be "Casa BOW-WOW LLC" as of the Effective Date of the merger.

3. Effective Date. The effective date of the merger shall be the latest effective filing date of the Articles of Merger as filed with the Secretary of State of the State of Florida and the Certificate of Merger as filed with the Secretary of State of the State of New York (the "Effective Date").

4. Articles of Orgnizatoin. The Articles of Merger of Casa Florida shall continue in full force and effect without any amendments on and after the Effective Date.

5. Conversion of Interests. As of the Effective Date, all membership interests of Casa New York shall cease to be outstanding and all membership certificates, if any, shall be canceled and returned and shall cease to exist. In exchange for each percent of membership interest in Casa New York outstanding, there will be issued an equal percent of membership interest in Casa Florida issued.

6. Articles of Merger and Certificate of Merger. In accordance with the laws of the State of New York and Florida, the Merging Entities shall executed Articles of Merger and a Certificate of Merger in the forms of Exhibit A-1 and Exhibit A-2 attached hereto, such Articles of Merger and Certificate of Merger shall be filed with the Secretary of State of the State of New York and the Secretary of the State of Florida, respectively.

7. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.


8. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of New York and Florida.

9. Counterparts. This Agreement and Plan of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which, together, shall constitute one and the same instrument. Facsimile or other electronic execution and delivery of this consent shall be legally valid and binding for all purposes.

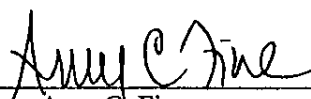
[Signature Page Follows]

IN WITNESS WHEREOF, Casa Florida and Casa New York have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

CASA BOW-WOW LLC
(a Florida limited liability company)

By: 
Name: Amy C. Fine
Its Duly Authorized Member

CASA BOW-WOW LLC
(a New York limited liability company)

By: 
Name: Amy C. Fine
Its Duly Authorized Member

[Signature Page to Agreement and Plan of Merger]