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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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Merfor

JUL 21 2015
T. LEMIEUX

BAKER & MCKENZIE

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* Associated Firm
** In cooperation with
Trench, Rossi & Watanabe
Advogados

July 02, 2014

Our ref: 50289382.000001

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

Via FedEx

Aventura Assets LLC and Monaco Group Holdings Inc.

Dear Sir or Madame,

Enclosed please find a form to file Articles of Merger for the above referenced entities. A check in the amount of \$87.50, to cover the filing fees per party and certified copies, is enclosed herewith.

Kindly return the documents to my attention using the enclosed, self-addressed, pre-paid, FedEx envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,



Cecilia Hassan
Associate
305 789 8939
Cecilia.Hassan@bakermckenzie.com

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AVENTURA ASSETS LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

CECILIA HASSAN

Contact Person

BAKER & MCKENZIE LLP

Firm/Company

1111 BRICKELL AVENUE, SUITE 1700

Address

MIAMI, FLORIDA 33131

City, State and Zip Code

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

For further information concerning this matter, please call:

CECILIA HASSAN

Name of Contact Person

at (305) 789-8939

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 JUL -3 PM 1:56

APPROVED
AND
FILED

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, 617.0302 or 605.1025 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>
AVENTURA ASSETS LLC	FLORIDA	LLC
MONACO GROUP HOLDINGS 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>
AVENTURA ASSETS LLC	FLORIDA	LLC

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, 605, 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 no more than 90 days after the date this document is filed by the Florida Department of State: **JUNE 25, 2014**

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:

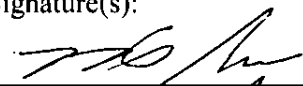

N/A

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:
AVENTURA ASSETS LLC		MARCELO DE AZEREDO
MONACO GROUP HOLDINGS INC		MARCELO DE AZEREDO

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>
AVENTURA ASSETS LLC	FLORIDA	LLC
MONACO GROUP HOLDINGS 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>
AVENTURA ASSETS LLC	FLORIDA	LLC

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

In accordance with the provisions of this Plan of Merger, Florida Statutes section 607.1109, of the Florida Business Corporation Act and Florida Statutes section 605.1025, and the laws of the Florida Revised Limited Liability Company Act, Monaco Group Holdings Inc (the "Merging Entity") will be merged with and into Aventura Assets LLC (the "Surviving Entity") and the separate existence of the Merging Entity will cease. The Surviving Entity shall be the surviving entity in the Merger. The Merger shall become effective on June 25, 2014 (the "Effective Time") and upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

(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:

Upon the Effective Time, all of the membership interest of the surviving
entity shall be unchanged and all of the outstanding shares of the
Merging Entity shall be canceled.

(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:

See A. above

(Attach additional sheet if necessary)

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

n/a

(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:

MARCELO DE AZEREDO the sole manager of the Surviving Entity, and has an address of:

40 SW 13TH STREET, STE 802, MIAMI, FL 33130.

(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:

N/A

(Attach additional sheet if necessary)

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

All required acts shall be done to accomplish the Merger under the provisions
of the laws of the State of Florida.

This Plan of Merger shall be governed by and construed in accordance with the laws
of the State of Florida.

(Attach additional sheet if necessary)