

L14000138616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

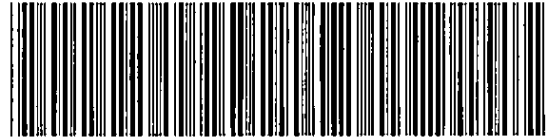
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2022 DEC 28 AM 10:39

SECRETARY OF STATE  
TALLAHASSEE, FL

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2022 DEC 28 PM 2:47

cf 11/5/2023

Incorporating Services, Ltd.

1540 Glenway Drive  
Tallahassee, FL 32301

850.656.7956

Fax: 850.656.7953

www.incserv.com

incserv

**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau

850.656.7953

**REQUEST DATE** 12/28/2022

**PRIORITY** Regular Approval

**OUR REF # (Order ID#)** 1108276

**ORDER ENTITY**

SUPER LIQUORS HOLDING, LLC

**PLEASE PERFORM THE FOLLOWING SERVICES:**

SUPER LIQUORS HOLDING, LLC ( FL )

File the attached merger document and provide a certified copy.

**NOTES:**

\$80.00 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 29, 2022

INCORPORATING SERVICES, LTD.

SUBJECT: LIQUOR MANAGEMENT, LLC  
Ref. Number: L14000138616

*Please honor the  
original submission date  
as the file date. Thanks! :)*

We have received your document for LIQUOR MANAGEMENT, LLC and the authorization to debit your account in the amount of \$80.00. However, the document has not been filed and is being returned for the following:

Please include the exhibit(s) referred to in your document.

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) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 922A00029043

*Please honor the  
original submission date  
as the file date. Thanks! :)*

RECEIVED  
2023 JAN -4 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF A DOMESTIC LIMITED LIABILITY COMPANY INTO  
A DOMESTIC LIMITED LIABILITY COMPANY**

The following Articles of Merger are submitted to merge the following limited liability companies in accordance with Section 605.1025, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for the merging entity is as follows:

Name: Super Liquors Holding, LLC  
Jurisdiction of Formation: Florida  
Address: 200 South Biscayne Boulevard  
Suite 4100 (R1S)  
Miami, FL 33131  
Entity Type: Limited Liability Company  
FL Document No.: L14000113593

FILED  
2022 DEC 28 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FL

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

Name: Liquor Management, LLC  
Jurisdiction of Formation: Florida  
Address: 8323 NW 12th Street  
Suite 200  
Doral, FL 33126  
Entity Type: Limited Liability Company  
FL Document No.: L14000138616

**THIRD:** Attached as Exhibit "A" is the Plan of Merger. The Plan of Merger was approved by the merging entity in accordance with Sections 605.1021-605.1026, Florida Statutes; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

**FOURTH:** The surviving entity has agreed to pay any member of the merging entity or the surviving entity with appraisal rights the amount to which such member is entitled under Section 605.1006, Florida Statutes, and Sections 605.1061-605.1072, Florida Statutes, or such rights have been waived in accordance with the Florida Revised Limited Liability Company Act.

**SIXTH:** The effective date of the merger shall be December 31, 2022.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of the 22<sup>nd</sup> day of December, 2022.

**Super Liquors Holding, LLC**

By: \_\_\_\_\_

Javier Macedo Rodriguez, Manager

**Liquor Management, LLC**

By: \_\_\_\_\_

Javier Macedo Rodriguez, Manager

**EXHIBIT "A"**  
**PLAN OF MERGER**

## EXHIBIT "A"

### PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of December 22, 2022, is entered into by and between Super Liquors Holding, LLC, a Florida limited liability company (the "Merging Entity"), and Liquor Management, LLC, a Florida limited liability company (the "Surviving Entity"), in accordance with the provisions of Sections 605.1021-605.1026, Florida Statutes.

#### WITNESSETH:

WHEREAS, the members and the managers of the Merging Entity and the members and the managers of the Surviving Entity have determined that it would be in the best interests of each such company, for the Merging Entity to merge with and into the Surviving Entity.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merging Entity shall merge with and into the Surviving Entity (the "Merger") in accordance with the terms and conditions of this Plan of Merger and Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act. The Surviving Entity shall be the surviving limited liability company. As required by Section 605.1022(1)(a) Florida Statutes, the name jurisdiction of formation, and type of entity of the merging entity and the surviving entity are as follows:

Merging Entity

Name: Super Liquors Holding, LLC

Jurisdiction: Florida

Type: Limited Liability Company

Surviving Entity

Name: Liquor Management, LLC

Jurisdiction: Florida

Type: Limited Liability Company

2. Effective Date. The Merger shall become effective on the date (the "Effective Date") stated in the Articles of Merger (as defined below).

3. Effect of Merger. On the Effective Date: (a) the Merging Entity and the Surviving Entity shall become a single limited liability company, and the separate limited liability company existence of the Merging Entity shall cease; (b) the Surviving Entity shall succeed to and possess all of the rights, privileges, powers and immunities of the Merging Entity which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Entity, of every type and description wherever located, shall vest in the Surviving Entity without further act or deed; (c) all rights of creditors and all liens upon any property of the Merging Entity and Surviving Entity shall remain unimpaired; and (d) the Surviving Entity shall assume the obligations of the Merging Entity.

4. Articles of Organization, Operating Agreement, and Managers of Surviving Entity. On the Effective Date: (a) the articles of organization of the Surviving Entity shall remain and continue as the articles of organization of the Surviving Entity until amended in the manner provided by law; (b) the operating agreement of the Surviving Entity shall remain and continue as the operating agreement of the Surviving Entity until amended in the manner provided by law; and (c) the managers of the Surviving Entity shall be as follows:

Javier Macedo Rodriguez

5. Conversion of Interests. As required by Section 605.1022(1)(c), Florida Statutes, on the Effective Date, (a) all of the issued and outstanding membership interests in the Merging Entity and any rights to acquire membership interests or other securities or obligations of the Merging Entity shall be cancelled, without any action on the part of the holders thereof, and no membership interests in the Surviving Entity or cash or other property will be issued in exchange therefor or in respect thereof; and (b) all of the membership interests in the Surviving Entity issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding, and the members of the Surviving Entity immediately prior to the Effective Date shall continue to own the same number and type of membership interests in the Surviving Entity.

6. Supplemental Action. As required by Section 605.1022(1)(d), Florida Statutes, no amendments or restatements have been proposed with regard to the public organic record of the surviving entity. Notwithstanding the foregoing, if at any time after the Effective Date, the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate managers of the Surviving Entity or the Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Filing with the Florida Secretary of State. The Surviving Entity and the Merging Entity shall cause their respective managers to execute Articles of Merger (the "Articles of Merger") for filing with the Department of State of the State of Florida.

8. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document. Fax or electronic signatures on this document shall have the same force and effect as original signatures.

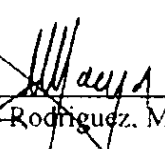
[Signature Page Follows]



IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

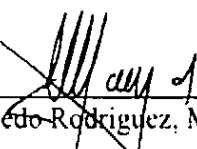
**THE MERGING ENTITY:**

SUPER LIQUORS HOLDING, LLC

By:   
Javier Macedo-Rodriguez, Manager

**THE SURVIVING ENTITY:**

LIQUOR MANAGEMENT, LLC

By:   
Javier Macedo-Rodriguez, Manager