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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

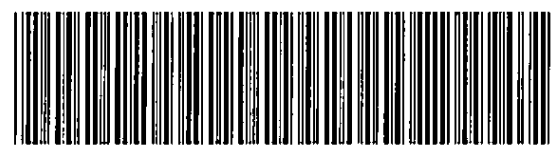
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger
R. WHITE
JUL 10 2018

FILED
10 JUL -9 AM 7:28
STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RED 18 LLC

Signature _____

Requested by: BA

7/9/18

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Articles of Merger
For
Florida Limited Liability Company

FILED

18 JUL -9 AM 7:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
RED 18 LLC	THE STATE OF FLORIDA	LIMITED LIABILITY COMPANY ^y
HOTEL 18 GROUP LLC	THE STATE OF FLORIDA	LIMITED LIABILITY COMPANY ^y

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>
RED 18 LLC	THE STATE OF FLORIDA	LIMITED LIABILITY COMPANY ^y

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member such limited liability company who as a result of the merger will have interest holder liability under s. 605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

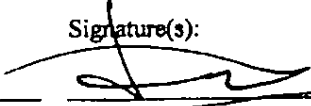

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RED 18 LLC		JORGE SAVLOFF
HOTEL 18 GROUP LLC		MARCELO TENENBAUM

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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 an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

The following Plan of Merger is based on the following conditions:

1. The name and jurisdiction of the surviving company is:

NAME	JURISDICTION
Red 18 LLC	The State of Florida

The name of the merging company is:

NAME	JURISDICTION
Hotel 18 Group LLC	The State of Florida

2. The terms and conditions of the merger are as follows:

- a) The Manager of Hotel 18 Group LLC shall submit the proposed plan of merger for unanimous approval by the members.
 - b) The Manager of Red 18 LLC shall submit the proposed plan of merger for unanimous approval by the members.
 - c) Articles of Merger must be executed by Red 18 LLC, and by Hotel 18 Group LLC, and filed with the Florida Department of State, Division of Corporations.
 - d) Hotel 18 Group LLC shall merge into Red 18 LLC and cease to exist.
 - e) The members of Hotel 18 Group LLC shall become members of Red 18 LLC.
 - f) Title to all property owned by Hotel 18 Group LLC shall vest in Red 18 LLC without reversion or impairment.
 - g) Creditors of Hotel 18 Group LLC shall become creditors of Red 18 LLC.
 - h) Red 18 LLC shall become responsible for all liabilities of Hotel 18 Group LLC.
 - i) Any claim or action against Hotel 18 Group LLC continues against Red 18 LLC.
3. A statement of any changes to the Membership Agreement of the surviving company to be effected by the merger is as follows:

- a) Schedule A shall be replaced with the following chart which reflects the participation and contribution of members as of the date of the merger:

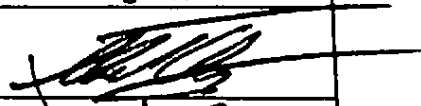

Member	Member Contribution	Member Interest
Mount Lake Properties LLC	\$14,215,506	39,865%
Oxamel SA	\$3,515,326	9,858%
Zismore Corp	\$2,000,000	5,609%
Grey Moon Ltd	\$1,860,000	5,216%

Redbury Ltd.	\$1,850,000	3,188%
ARR TRUST	\$1,850,000	3,188%
Close Horizon Ltd	\$1,800,000	3,048%
Little Clouds Global Ltd	\$1,500,000	4,206%
Cleveland Docks Ltd	\$638,400	1,790%
Santiago Ocampo	\$600,000	1,683%
David Galker	\$555,000	1,556%
Mauricio Del Valle	\$555,000	1,556%
The Intl Kingfisher Trust	\$501,600	1,407%
Reyes Corporation SA	\$500,000	1,402%
Ignacio Walker	\$500,000	1,402%
Jose Romero Victorica	\$500,000	1,402%
Daniel Caraco	\$500,000	1,402%
Fendel Letter Ltd	\$454,596	1,275%
Fremantle Global Ltd	\$454,596	1,275%
Jorge Savloff	\$454,596	1,275%
Marcelo Tenenbaum	\$454,596	1,275%
Diego Canalda	\$400,000	1,122%
	\$35,659,217	100,000%

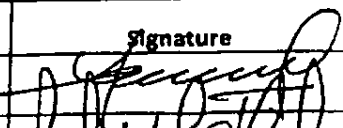

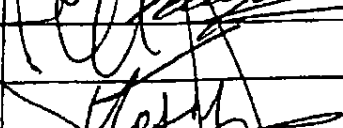
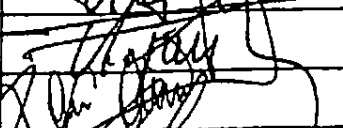
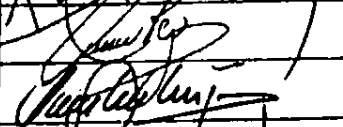
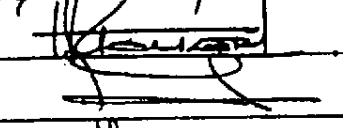

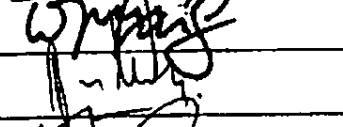
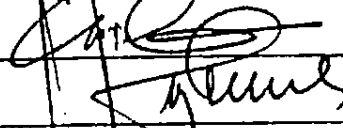
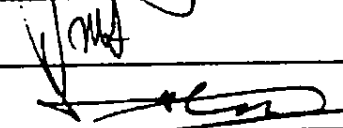
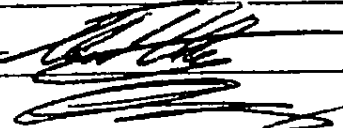
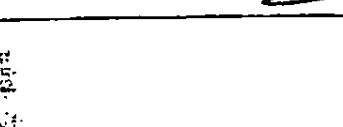


4. Other provisions related to the merger are as follows:

- a) It has been agreed that the Redbury Hotel, located in 1776 Collins Ave., Miami Beach, Florida 33139, USA which is currently owned by Red 18 LLC, shall be operated jointly as a single commercial unit with The 18 Hotel, located in 1775 James Ave., Miami Beach, Florida 33139, USA which is currently owned by Hotel 18 Group LLC. The consolidation shall include an increase in the number of rooms of the joint operation, among other improvements. The Hotel 18 shall be extended and refurbished as to meet the Redbury Hotel standard. A bank loan shall be requested for such plan.
- b) The effective date of the merger shall be September 1, 2017.

The undersigned hereby approve and adopt this Plan of Merger, on August 10, 2017 in fulfillment of the provisions set forth in 2.a) and 2.b) above:

Party	Manager	Signature
Hotel 18 Group LLC	Marcelo Tenenbaum	
Red 18 LLC	Jorge Savloff	

Members Approval

Member	Signature
Mount Lake Properties LLC	
Oxamel SA	
Zismore Corp	
Grey Moon Ltd	
Rubury Ltd	
ARH TRUST	
Close Horizon Ltd	
Little Clouds Global Ltd	
Cleveland Docks Ltd	
Santiago Ocampo	
David Galker	
Mauricio Del Valle	
The Intl Kingfisher Trust	
Peyfor Corporation SA	
Ignacio Walker	
Jose Romero Victorica	
Daniel Caraco	
Fendel Letter Ltd	
Fremantle Global Ltd	
Jorge Savloff	
Marcelo Tenenbaum	
Diego Canalda	