

Florida Department of State
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MERGER OR SHARE EXCHANGE

One Tequila, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$168.75

150 + 30 = 180.00

**Articles of Merger
For
Florida Limited Liability Company**

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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>
- KASLE BOCA, LLC ✓	FLORIDA	LIMITED LIABILITY COMPANY L09000050137
- KASLE LAUDERDALE, LLC ✓	FLORIDA	LIMITED LIABILITY COMPANY L10000073815
- KASLE GARDEN'S, LLC ✓	FLORIDA	LIMITED LIABILITY COMPANY L1000021424
- KASLE ORLANDO, LLC ✓	FLORIDA	LIMITED LIABILITY COMPANY L1100110061
- KASLE TAMPA, LLC ✓	FLORIDA	LIMITED LIABILITY COMPANY L16000137237

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>
- ONE TEQUILA, LLC	FLORIDA	LIMITED LIABILITY COMPANY L17000261109

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 of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
17 DEC 29 AM 11:42
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

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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:

11:58 p.m., December 31, 2017

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:

KASLE BOCA, LLC

RM/

Rocco Mangel

KASLE LAUDERDALE, LLC

RM/

Rocco Mangel

KASLE GARDEN'S, LLC

RM/

Rocco Mangel

KASLE ORLANDO, LLC

RM/

Rocco Mangel

KASLE TAMPA, LLC

RM/

Rocco Mangel

ONE TEQUILA, LLC

RM/

Rocco Mangel

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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

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated December 27, 2017 (the "Agreement"), is entered into by and among ONE TEQUILA, LLC, a Florida limited liability company ("Surviving Company"), KASLE BOCA, LLC, a Florida limited liability company, KASLE LAUDERDALE, LLC, a Florida limited liability company, KASLE GARDEN'S, LLC, a Florida limited liability company, KASLE ORLANDO, LLC, a Florida limited liability company, and KASLE TAMPA, LLC, a Florida limited liability company (collectively, the "Merging Companies"); and ONE TACO GROUP, LLC, a Florida limited liability company and sole member of Surviving Company and Merging Companies ("Member").

BACKGROUND:

The respective members of the Merging Companies and Surviving Company believe that it is in the best interest of the companies for the five Merging Companies to merge with and into Surviving Company for the purpose of continuing the business of Merging Companies in the form of a single Florida limited liability company in accordance with the provisions of this Agreement and the Florida Revised Limited Liability Company Act.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth below, and intending to be legally bound hereby, the parties confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, and agree as follows.

1. **MERGER.** The Merging Companies shall be merged with and into Surviving Company (the "Merger").
2. **EFFECTIVE TIME.** The Merger shall become effective at 11:58pm, on December 31, 2017, in accordance with the Florida Revised Limited Liability Company Act (the "Effective Time").
3. **SURVIVING LIMITED LIABILITY COMPANY.** Surviving Company shall be the surviving limited liability company of the Merger and shall continue to be governed by the laws of the State of Florida. At the Effective Time, the separate existence of Merging Companies shall cease.
4. **CONVERSION OF MEMBERSHIP INTERESTS.** Member is the sole member of Merging Companies and Surviving Company. Accordingly, the manner and basis of converting the membership interests of the members of Merging Companies into membership interests in Surviving Company shall be that the outstanding membership interests in Merging Companies will be cancelled, and Member shall continue to be the only member in Surviving Company.
5. **MISCELLANEOUS.** The provisions relating to the Merger are as follows:
 - A. **Changes in Articles of Organization.** The Articles of Organization of Surviving Company shall continue to be its Articles of Organization following the Effective Time.
 - B. **Managers.** The Manager of Surviving Company at the Effective Time shall continue as the Manager of Surviving Company for their full unexpired terms and until their successors have been appointed and qualified.

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6. **AUTHORIZATION.** The Managers of Merging Companies and Surviving Company are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

Dated as of Dec 27, 2017.

[The signatures are on the following pages.]

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SURVIVING COMPANY:

ONE TEQUILA, LLC,
a Florida limited liability company

By: 
Rocco Mangel, Manager

MERGING COMPANIES:


KASLE BOCA, LLC,
a Florida limited liability company

By: 
Rocco Mangel, Manager


KASLE LAUDERDALE, LLC,
a Florida limited liability company

By: 
Rocco Mangel, Manager


KASLE GARDEN'S, LLC,
a Florida limited liability company

By: 
Rocco Mangel, Manager

KASLE ORLANDO, LLC,
a Florida limited liability company


By: 
Rocco Mangel, Manager

KASLE TAMPA, LLC,
a Florida limited liability company

By: 
Rocco Mangel, Manager

MEMBER:

ONE TACO GROUP, LLC
a Florida limited liability company

By: 
Rocco Mangel, Manager