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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
AGAVE PONCE FLORIDA, LLC**

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ARTICLES OF MERGER  
OF  
AGAVE PLAZA TRUSTEE, LLC,  
a Florida limited liability company (the "Merging Entity")

WITH AND INTO  
AGAVE PONCE FLORIDA, LLC,  
a Delaware limited liability company (the "Surviving Entity")

November 15, 2024 (the "Effective Date")

The following Articles of Merger are being submitted pursuant to the provisions of s. 605.1025 Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Agave Plaza Trustee, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, jurisdiction and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Agave Ponce Florida, LLC	Delaware	Limited Liability Company

**THIRD:** Pursuant to an Agreement and Plan of Merger by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving business entity in the Merger.

**FOURTH:** The Merger was approved by Agave Plaza Trustee, LLC in accordance with ss. 605.1021-605.1026, Florida Statutes and by Agave Ponce Florida, LLC 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), Florida Statutes.

**FIFTH:** The Surviving 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: 2811 Ponce De Leon Blvd., Suite 310, Coral Gables, FL 33134.

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**SIXTH:** 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, Florida Statutes.

**SEVENTH:** The Merger shall become effective upon filing of these Articles of Merger.

These Articles of Merger may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original, and the signature pages of the various counterparts may be transmitted by facsimile, DocuSign or electronic mail in portable document format (PDF) and may be combined together in one document, notwithstanding that all of the undersigned are not signatories to the original or the same counterpart signature page. A facsimile, DocuSign copy or electronic copy in PDF format of a signature to these Articles of Merger shall be deemed and treated for all purposes of execution to be as valid as an original signature thereto.

*(Signature page to follow)*

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused these Articles of Merger to be signed as of the Effective Date.

**MERGING ENTITY:**

AGAVE PLAZA TRUSTEE, LLC, a  
Florida limited liability company

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

Name: Jose Antonio Perez Helguera

Title: Manager

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

Name: Carlos Beckmann

Title: Manager

**SURVIVING ENTITY:**

AGAVE PONCE FLORIDA, LLC, a  
Delaware limited liability company

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

Name: Jose Antonio Perez Helguera

Title: Manager

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

Name: Carlos Beckmann

Title: Manager