

M14000002009

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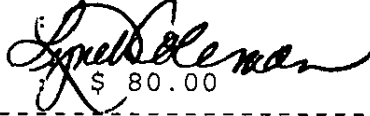
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12-31-14

ACCOUNT NO. : I20000000195

REFERENCE : 438239 5012600

AUTHORIZATION

COST LIMIT \$ 80.00



ORDER DATE : December 29, 2014

ORDER TIME : 9:50 AM

ORDER NO. : 438239-020

CUSTOMER NO: 5012600

ARTICLES OF MERGER

PARAGON POSNER, LLC

INTO

PARAGON ENTERTAINMENT GROUP,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

of

PARAGON POSNER, LLC, a Florida limited liability company
with and into

PARAGON ENTERTAINMENT GROUP, LLC, a Delaware limited liability company

Pursuant to Section 605.1025 of the
Florida Statutes

L13000101806
14 DEC 30 AM 10:45

M14000002009
EFFECTIVE DATE
12-31-14

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company (the "Act"), Paragon Posner, LLC, a Florida limited liability company, formed on July 18, 2013 with document number L13000101806 (the "**Merging Entity**") and Paragon Entertainment Group, LLC, a Delaware limited liability company, formed on October 19, 2011 with file number 5054136 (the "**Surviving Entity**"), adopt the following Articles of Merger merging the Merging Entity with and into the Surviving Entity (the "**Merger**");

1. The Plan of Merger relating to the Merger (the "**Plan of Merger**") was approved by the members of both the Surviving Entity and the Merging Entity on December 29, 2014 and adopted in accordance with Section 605.1023 of the Act and in accordance with the laws of the State of Delaware. The Plan of Merger is attached hereto as Exhibit A.

2. The name of the Merging Entity is Paragon Posner, LLC. The jurisdiction of formation of the Merging Entity is Florida. The type of entity of the Merging Entity is limited liability company.

3. The name of the Surviving Entity is Paragon Entertainment Group, LLC. The jurisdiction of formation of the Surviving Entity is Delaware. The type of entity of the Surviving Entity is limited liability company.

4. The mailing address of the Surviving Entity where the Department of State of the State of Florida (the "**Department**") may send any process served on the Department pursuant to Section 605.0117 of the Act and Chapter 48 of the Florida Statutes is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

5. Merger was approved by the Merging Entity in accordance with Sections 605.1021-605.1026 of the Act. The Merger was approved by the Surviving Entity in accordance with the laws of the State of Delaware. The Merger was approved by each member of the Merging Entity and the Surviving Entity who, as a result of the Merger, will have interest holder liability under Section 605.1023(1)(b) of the Act. In accordance with the provisions of the Plan of Merger, the Act and the laws of the State of Delaware, at the Effective Time (as defined below), the Merging Entity will be merged with and into the Surviving Entity and the separate existence of the Merging Entity will cease. Surviving Entity shall be the surviving entity in the Merger.

6. The Merger shall become effective at 11:55 p.m. (Eastern Time) on December 31, 2014 (the "**Effective Time**").

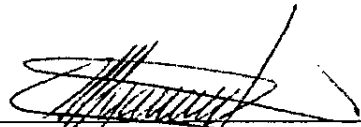
7. The Surviving Entity agrees to pay any member of the Merging Entity with appraisal rights in the amount to which such members are entitled under the provisions of Section 605.1006 and 605.1061-605.1072.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date first written above.

PARAGON POSNER, LLC
a Florida limited liability company

By : 
Name: Adrián Mijares Elizondo
Title: President

PARAGON ENTERTAINMENT GROUP, LLC
a Delaware limited liability company

By : 
Name: Adrián Mijares Elizondo
Title: President

14 DEC 30 AM 10:45
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Exhibit A

Plan of Merger

This Plan of Merger (the "**Plan of Merger**") is made and entered into as of this 29th day of December, 2014, by and between Paragon Posner, LLC (the "**Merging Entity**"), a Florida limited liability company and Paragon Entertainment Group, LLC, a Delaware limited liability company (the "**Surviving Entity**").

WHEREAS, the Merging Entity is a wholly-owned subsidiary of Surviving Entity; and

WHEREAS, the managers and members of both the Merging Entity and the Surviving Entity have determined that it is advisable and in the best interests of each of the Merging Entity and the Surviving Entity that the Merging Entity be merged with and into the Surviving Entity (the "**Merger**"), upon the terms and subject to the conditions set forth below and in accordance with the applicable provisions of the State of Florida and the State of Delaware; and

WHEREAS, the sole member of the Merging Entity and the sole member of the Surviving Entity have approved and adopted this Plan of Merger pursuant to Section 605.1023 of the Florida Revised Limited Liability Company Act (the "**Act**") and in accordance with the laws of the State of Delaware.

NOW, THEREFORE, the Merging Entity and the Surviving Entity hereby enter into this Plan of Merger in accordance with the Act, the laws of the State of Delaware and upon the terms and subject to the conditions herein.

1. **Merging Entity.** The name of the Merging Entity is Paragon Posner, LLC. The jurisdiction of formation of the Merging Entity is Florida. The Merging Entity is a limited liability company.

2. **Surviving Entity.** The name of the Surviving Entity is Paragon Entertainment Group, LLC. The jurisdiction of formation of the Surviving Entity is Delaware. The Surviving Entity is a limited liability company.

3. **Merger.** The Merger was approved by the Merging Entity in accordance with Sections 605.1021-605.1026 of the Act. The Merger was approved by the Surviving Entity in accordance with the laws of the State of Delaware. In accordance with the provisions of this Plan of Merger, the Act and the laws of the State of Delaware, at the Effective Time (as defined below), the Merging Entity will be merged with and into the Surviving Entity and the separate existence of the Merging Entity will cease. Surviving Entity shall be the surviving entity in the Merger.

4. **Effective Time.** The Merger shall become effective at 11:55 p.m. (Eastern Time) on December 31, 2014 (the "**Effective Time**").

5. **Manner and Effect of Conversion.** Upon the Effective Time the ownership interests of the Surviving Entity shall be unchanged and the ownership interests of the Merging Entity shall be cancelled. The Merger shall have the effects set forth in the Act and in accordance with the laws of the State of Delaware. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Merging Entity and the Surviving Entity shall vest in Surviving Entity, and all debts, liabilities and duties of the Merging Entity and the Surviving Entity shall become the debts, liabilities and duties of the Surviving Entity.

6. **Governing Documents.** The Certificate of Formation and operating agreement of the Surviving Entity, as in effect immediately prior to the Effective Time, shall constitute the Certificate of

Formation and operating agreement of the Surviving Entity until thereafter amended in accordance with the provisions thereof and of applicable law.

7. **Managers.** The persons who are managers of the Surviving Entity immediately prior to the Effective Date shall continue to be managers of the Surviving Entity.

8. **Further Assurances.** If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the Surviving Entity the title to any property or rights of the Merging Entity or to otherwise carry out the provisions hereof, the proper authorized persons of the Merging Entity immediately prior to the Effective Time shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and to otherwise carry out the provisions hereof.

9. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

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

11. **Headings.** The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

12. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts or counterpart signature pages containing facsimile transmitted signatures, or scanned and emailed signatures, shall be binding as if original signatures delivered in person.

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IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by the Surviving Entity and the Merging Entity have caused this Plan of Merger to be executed as of the date first written above.

PARAGON POSNER, LLC

a Florida limited liability company

By : 

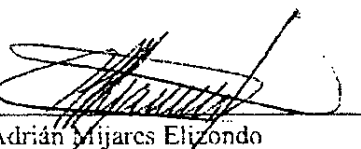
Name: Adrián Mijares Elizondo

Title: President

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PARAGON ENTERTAINMENT GROUP, LLC

a Delaware limited liability company

By : 

Name: Adrián Mijares Elizondo

Title: President