

Division of Corporations

Page 1 of 1

P10000072189

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000196816 3)))



H100001968163ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 517-6380

From:

Account Name : ARNSTEIN & LEHR LLP
Account Number : I20060000021
Phone : (561) 833-9800
Fax Number : (561) 655-5551

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: VHCOHN@ARNSTEIN.COM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP - 8 AM 9:08

FILED

2010 SEP - 8 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Polo Mex, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

D. BRUCE

SEP 09 2010

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

850-817-8381

9/7/2010 9:00:42 AM PAGE 1/001 Fax Server



September 7, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

POLO MEX, INC.
1200 CLEVELAND STREET
CLEARWATER, FL 33755

SUBJECT: POLO MEX, INC.
REF: P10000072189

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document numbers provided does not reflect the document numbers on our records.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

FAX And. #: H10000196816
Letter Number: 710A00021224

FILED

10 SEP - 8 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

(((H10000196816 3)))

ARTICLES OF MERGER
OF
POLO MEX, INC.
(SURVIVING DOMESTIC CORPORATION)

AND
POLO MEX, LLC
(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
POLO MEX, INC. 1200 Cleveland Street Clearwater, FL 33755	Florida	profit corporation

Florida Document/Registration No.: P10000072189	FEI Number: (being applied for)
---	---------------------------------

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
POLO MEX, LLC 1200 Cleveland Street Clearwater, FL 33755	Florida	profit limited liability company

Florida Document/Registration No.: L01000002375

FEI Number: 59-3705077

9072822.1

(((H10000196816 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP - 8 AM 9:03

FILED

(((H10000196816 3)))

THIRD: The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with Florida Department of State.

FIFTH: Adoption of Merger by the Merging Company:

The Plan of Merger was adopted by the members of the merging company 6-21-10, 2010.

SIXTH: Adoption of Merger by the Surviving Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Surviving Corporation on 6-21-10, 2010, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Surviving Corporation on 6-21-10, 2010.

SEVENTH: SIGNATURE(S):

Dated: 6-21-10, 2010

POLO MEX, INC., a Florida corporation

By: 

Name: LORENZO CASTRESON

Title: MANAGER

POLO MEX, LLC, a Florida limited liability company

By: Leticia M. Castreson

Name: LETICIA M. CASTRESON

Title: MANAGER

(((H10000196816 3)))

FILED

10 SEP - 8 AM 9:08

CLERK OF STATE
TALLAHASSEE, FLORIDA

(((H10000196816 3)))

PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
POLO MEX, INC. 1200 Cleveland Street Clearwater, FL 33755	Florida	profit corporation

Florida Document/Registration No.: P10000072189 FEI Number: (being applied for)

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
POLO MEX, LLC 1200 Cleveland Street Clearwater, FL 33755	Florida	profit limited company

Florida Document/Registration No.: L01000002375 FEI Number: 59-370507

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

2. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

10 SEP - 8 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(((H10000196816 3)))

3. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

All liabilities of the merging company shall become the responsibility of the surviving corporation.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) limited liability company shall, at the effective time of the merger, be canceled. The stock ownership of the surviving corporation shall be identical and issued in the same proportion as the membership interest being canceled.

Dated: 6-25-10, 2010.

POLO MEX, INC., a Florida corporation

By: 

Name: Leticia M. Castrejon
Title: MANAGER

POLO MEX, LLC, a Florida limited liability company

By: Leticia M. Castrejon

Name: LETICIA M. CASTREJON
Title: MANAGER

(((H10000196816 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP -8 AM 9:08

FILED