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ALBERTO INTERIAN

Reply to: Miami Office

October 14, 2002

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger
LRM Limited Partnership
into Mattaway Limited

Gentlemen:

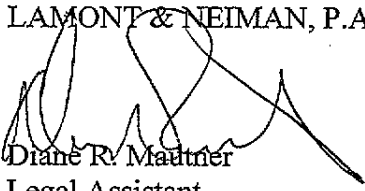
Enclosed for filing, please find Articles of Merger, with a copy of the Plan of Merger attached thereto, merging LRM Limited Partnership into Mattaway Limited, the **surviving** party.

Also enclosed, please find our cost check of \$157.50, representing filing fee and certified copy fee.

Please forward the certified copy to the undersigned in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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ARTICLES OF MERGER
Merger Sheet

MERGING:

INTO

MATTAWAY LIMITED, a Florida entity, A02000001357

File date: October 18, 2002

Corporate Specialist: Trevor Brumbley

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 620.203, Florida Statutes.

FIRST:

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>
LRM Limited Partnership 1475 Terminal Way, Suite E Reno, Nevada 89502	Nevada	Limited Partnership
	<u>EIN Number: 88-0360347</u>	

Mattaway Limited 8540 SW 52 Avenue Miami, Florida 33143	Florida	Limited Partnership
	<u>EIN Number: 88-0360347</u>	

AOE 000001357

SECOND:

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>
Mattaway Limited 8540 SW 52 Avenue Miami, Florida 33143	Florida	Limited Partnership

THIRD:

The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

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FOURTH:

The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH:

The surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to section 620.202(2) Florida Statutes.

SIXTH:

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles or organization of any limited liability company that is a party to the merger.

SEVENTH:

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

EIGHTH:

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

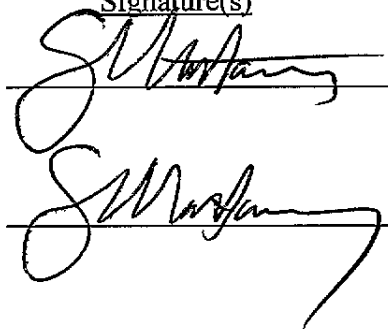
NINTH:

Name of Entity

LRM Limited Partnership,
a Nevada limited partnership

Mattaway Limited
a Florida limited partnership

Signature(s)



**Typed or Printed Name
of Individual**

L. Richard Mattaway, President
Mattaway Enterprises, Inc.,
General Partner

L. Richard Mattaway, President
Mattaway Enterprises, Inc.,
General Partner

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 620.202 on October 14, 2002, is being submitted in accordance with section 620.201, Florida Statutes.

FIRST:

The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LRM Limited Partnership ("disappearing party")	Nevada
Mattaway Limited ("surviving party")	Florida

SECOND:

The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mattaway Limited	Florida

THIRD:

The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the disappearing party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, intangible and mixed of the disappearing party without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the disappearing party and neither the rights of creditors nor any liens on the property of the disappearing party shall be impaired by the merger.

FOURTH:

The manner and basis of converting the interests of each merged party into the interests of the survivor, in whole or in part, are as follows:

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Ninety-nine percent (99%) of the limited partnership interest in the surviving party shall be distributed to the limited partners of the disappearing party based on current percentage of ownership.

Ninety-nine percent (99%) of the general partnership interest in the surviving party shall be distributed to the general partners of the disappearing party based on current percentage of ownership.

The remaining one percent (1%) of the limited partnership interest shall remain in the current limited partners of the surviving party based on their current percentage of ownership.

The remaining one percent (1%) of the general partnership interest shall remain in the current general partners of the surviving party based on their current percentage of ownership.

FIFTH:

The names and address of the general partner is as follows:

Mattaway Enterprises, Inc.
8540 SW 42 Avenue
Miami, Florida 33143

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED