

**L00000003673**

Florida Department of State  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**MOTWANI VENTURES LLC**

Certificate of Status	1
Certified Copy	0
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FF 50.00  
CLL 5.00

\$55.00

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12/31/05.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Agreement And Plan Of Merger  
Among  
Motwani Ventures, LLC  
And  
Motwani Holdings, LLC**

*This Agreement and Plan of Merger is adopted in accordance with the relevant provisions of F  
Statute §688.43E.*

This Agreement and Plan of Merger ("Agreement") is entered into this \_\_\_   day  
of \_\_\_\_\_, 2005 among Motwani Ventures, LLC, a Florida limited liability company  
("Ventures") and Motwani Holdings, LLC, a Florida limited liability company ("Holdings")  
both having their principal offices at 2400 East Las Olas Blvd, Suite 324, Fort Lauderdale F  
33301

**RECITALS**

*Whereas*, all of the Members and Managers of Ventures and Holdings have w  
notice of special meetings of their respective companies as permitted by Florida law in or  
review this Plan of Merger and consider whether it is in the best interest of the resp  
companies.

*Whereas*, the Manager of Ventures deems it desirable and in the best intere  
Ventures and its Members to enter into and approve this Agreement;

*Whereas*, the Members and Manager of Ventures have unanimously approve  
Agreement and Plan of Merger as of the Effective Date as evidenced by their signatures t  
Agreement and to the unanimous written consents filed in the minutes of Ventures;

*Whereas*, the Manager of Holdings deems it desirable and in the best intere  
Holdings and its Members to enter into and approve this Agreement; and

*Whereas*, the Members and Manager of Holdings have approved this Agree  
Plan of Merger by unanimous written consent as of the Effective Date as evidenced by  
signatures to this Agreement and the unanimous written consent filed in the minutes of Hol

Now, **Therefore**, in consideration of the foregoing premises and in considerat  
the mutual covenants and promises of the parties hereto, Ventures and Holdings ag  
follows:

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**ARTICLE 1  
PARTIES TO THE MERGER**

The Parties to the Merger by name, jurisdiction and type are as follows:

- 1.1 Motwani Holdings, LLC, a Florida limited liability company, Document Number L00000003671; and
- 1.2 Motwani Ventures, LLC, a Florida limited liability company, Document Number L00000003673.

**ARTICLE 2  
SURVIVING COMPANY**

The following party to the merger by name, jurisdiction and type is the surviving part

Motwani Ventures, LLC, a Florida limited liability company.  
Document Number L00000003673

**ARTICLE 3  
TERMS AND CONDITIONS OF THE MERGER**

3.1 Pre-Merger Ownership. The identity of members and their relative percentage ownership of Ventures and Holdings prior to the merger are as follows.

<u>Ownership of Holdings</u>	<u>Percentage</u>
Revocable Trust	99%
Revocable Trust	1%
	100%

<u>Ownership of Ventures</u>	<u>Percentage</u>
Motwani Holdings LLC	1%
Revocable Trust	20%
Descendants Trust	79%
	100%

3.2 Merger Procedure. The Merger shall follow the following process:

3.2.1 Holdings shall contribute its assets to Ventures in return for 10.9% of total Member Interests of Ventures post merger. The Member Interests of Holdings shall be

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3.2.2 Holdings shall distribute the voting Member Interests it has received in Merger to the Members of Holdings in complete liquidation of Holdings.

3.2.3 The Member Interests of Ventures other than those issued to Holdings in the Merger, shall be exchanged for non-voting Member Interests.

3.3 Post-Merger Ownership. Post Merger the ownership interests in Ventures shall be as follows:

<u>Post Merger Ownership of Ventures</u>	<u>Percentage</u>	
Revocable Trust	10.9000%	Voting
Revocable Trust	18.0000%	Non-Voting
Descendants Trust	<u>71.1000%</u>	NonVoting
	100.0000%	

#### ARTICLE 4

#### ARTICLES OF ORGANIZATION AND AMENDED AND RESTATED OPERATING AGREEMENT

4.1 The Articles of Organization of Ventures shall be the Articles of Organization of the Surviving

The Operating Agreement of the Ventures shall be amended and restated in concert with this merger and shall act as the definitive operating agreement of the surviving company.

#### ARTICLE 5

#### EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger shall be December 31, 2005.

#### ARTICLE 6

#### MANAGER, PRINCIPAL OFFICE, REGISTERED AGENT

6.1 Manager and Principal Office. The Manager of Ventures shall be Ramola A. Motwani. The physical and mailing address of the Principal Office of Ventures is 2400 East Olas Blvd., Suite 324, Fort Lauderdale, Florida 33301.

6.2 Registered Agent. The registered office of Ventures shall be located at 2400 Las Olas Blvd., Suite 324, Fort Lauderdale, Fl. 33301. The Registered Agent at that address shall be Nitin Motwani.

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**ARTICLE 7  
ADOPTION OF THE PLAN OF MERGER**

This Plan of Merger was submitted to the Manager and Members of each of the parties to the merger who are identified in Article 1, above. Each of the parties to merger adopted the merger by the joint unanimous consent of the managers and members of the company and pursuant to the rubrics. Nitin Motwani was named as the person authorized to sign this Plan of Merger on behalf of each party to the Merger.

In Witness Whereof, the undersigned authorized persons on behalf of the parties to the Merger, have executed this Agreement on the day and year first above written.

**SURVIVING CORPORATION:**

Motwani Ventures, LLC, a Florida  
limited liability company

By:   
Nitin Motwani, Authorized Person

**MERGING CORPORATION:**

Motwani Holdings, LLC, a Florida  
limited liability company

By:   
Nitin Motwani, Authorized Person

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**Certificate of Merger  
For  
Motwani Ventures, LLC and Motwani Holdings, LLC**

*The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Fla. Stat. §608.4387*

**Article I  
Merging Entities**

The following entities, by name, jurisdiction and type are the sole parties to the Merger:

- A. Motwani Holdings, LLC a Florida limited liability company  
Document Number L0000003671; and
- B. Motwani Ventures, LLC, a Florida limited liability company.  
Document Number L0000003673

**Article II  
Surviving Party to the Merger**

The following party to the merger by name, jurisdiction and type is the surviving party:

Motwani Ventures, LLC, a Florida limited liability company.  
Document Number L0000003673

**Article III  
Adoption of Plan of Merger**

The Plan of Merger attached to this Certificate of Merger was approved by each of the parties to the merger identified in Article I above in accordance with Fla. Stat. §608.438

**Article IV  
Effective Date of Merger**

The Effective Date of the Merger shall be December 31, 2005.

*(Signatures Appear on Following Page)*

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*This Certificate of Merger has been executed by duly authorized persons on behalf of the parties to the merger on the \_\_\_ day of December, 2005.*

Motwani Holdings, LLC, a Florida  
limited liability company

By:   
Nick Motwani, Authorized Person

Motwani Ventures, LLC, a Florida  
limited liability company

By:   
Nick Motwani, Authorized Person

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