



L00000003859

ACCOUNT NO. : 072100000032  
REFERENCE : 507595 4336650  
AUTHORIZATION :  
COST LIMIT : \$ 245.00

*Tennant Print*  
*287.50 per J.J.*

ORDER DATE : December 21, 2001  
ORDER TIME : 1:45 PM  
ORDER NO. : 507595-010  
CUSTOMER NO: 4336650  
CUSTOMER: Ms. Sylvie G. Jordan  
Baker & Mckenzie  
19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

800004736318--1

ARTICLES OF MERGER

ZUM, INC.

INTO

AVET, LLC

*Effective date  
12-31-01*

*L - 3859*

6199021 PM 12:12 RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 21 PM 2:45  
DIVISION OF CORPORATION

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AND  
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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*JWB  
12-27-01*

*Please call me if the fees  
are incorrect. JJ ext. 1155*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 26, 2001

CSC

SUBJECT: AVET, LLC  
Ref. Number: L00000003859

We have received your document for AVET, LLC and the authorization to debit your account in the amount of \$245.00. However, the document has not been filed and is being returned for the following:

The executed date cannot be in the future and there is also two different effective dates listed.

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) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 901A00066961

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ZUM, INC., A FLORIDA ENTITY P97000039369  
ZWING, INC., A FLORIDA ENTITY P98000090913  
LIMMAT, INC., A FLORIDA ENTITY P94000081878

BARZA INVESTMENTS, A FLORIDA ENTITY A97000000979  
BARZA DEVELOPMENT, LTD., A FLORIDA ENTITY A94000001501  
CASTEL DEVELOPMENT, LTD., A FLORIDA

ENTITY A98000002461

into

**AVET, LLC**, a Florida entity L00000003859

File date: December 21, 2001 , effective December 31, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 287.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01/21/01 PM 12:12

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AND  
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ARTICLES OF MERGER

OF

AVET, LLC, L00000003859  
a Florida Limited Liability Company

AND

ZUM, INC. PA17000039369  
a Florida corporation

AND

ZWING, INC. PA8000090913  
A Florida corporation

AND

LIMMAT, INC. PA4000081878  
a Florida corporation

AND

BARZA INVESTMENTS, LTD. PA70000009779  
a Florida Limited Partnership

AND

BARZA DEVELOPMENT, LTD. PA4000001501  
a Florida Limited Partnership

AND

CASTEL DEVELOPMENT, LTD. PA8000002461  
a Florida Limited Partnership

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TALLAHASSEE, FLORIDA

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Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FBCA"), Section 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), and Section 620.203 of the Florida Revised Uniform Limited Partnership Act (the "LP Act") ZUM, INC., a Florida Corporation, ZWING, INC., a Florida corporation, LIMMAT, INC., a Florida corporation, BARZA INVESTMENTS, LTD., a Florida Limited Partnership, BARZA DEVELOPMENT, LTD., a Florida Limited Partnership and CASTEL DEVELOPMENT, LTD., a Florida Limited Partnership, (the "Merging Corporations"), and AVET, LLC, a Florida Limited Liability Company

(the "Surviving Company") adopted as of December 31, 2001, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, the LLC Act, and the LP Act and hereby certify as follows:

**FIRST:** That the name, street addresses of its principal offices, jurisdictions and entity type of the Merging Corporations are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ZUM, INC. 9553 Harding Avenue, Suite 308 Surfside, FL 33154  Florida Document No. P97000039369	Florida	Corporation
ZWING, INC. 9553 Harding Avenue, Suite 308 Surfside, FL 33154  Florida Document No. P98000090913	Florida	Corporation
LIMMAT, INC. 9553 Harding Avenue, Suite 308 Surfside, FL 33154  Florida Document No. P94000081878	Florida	Corporation
BARZA INVESTMENTS, LTD. 9553 Harding Avenue, Suite 308 Surfside, FL 33154  Florida Document No. A97000000979	Florida	Limited Partnership
BARZA DEVELOPMENT, LTD. 9553 Harding Avenue, Suite 308 Surfside, FL 33154  Florida Document No. A94000001501	Florida	Limited Partnership
Castel Development, Ltd. 9553 Harding Avenue, Suite 308 Surfside, FL 33154  Florida Document No. A98000002461	Florida	Limited Partnership

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**SECOND:** That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVET, LLC 9553 Harding Avenue, Suite 308 Surfside, FL 33154	Florida	Limited Liability Company

Florida Document No. L00000003859

**THIRD:** The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA, Section 608.438 of the LC Act and Section 620.201 of the LP Act, providing for the merger of the Merging Corporations with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapters 607, 608 and 620, Florida Statutes.

**FOURTH:** Pursuant to Sections 607.1103 of the FBCA, 608.4381 of the LC Act and 620.202 of the LP Act, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and Resolutions of the General and Limited Partners of the Merging Corporations, and by the sole Member of the Surviving Company as of December 31, 2001.

**FIFTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws, or by the Certificate of Formation and Limited Partnership Agreement of the Merging Corporations or, by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

**SIXTH:** The merger shall become effective as of December 31, 2001.


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed as of December 20, 2001.


**AVET, LLC**

By:   
Hans Baumberger, as President of Zur, Inc., a Florida corporation, the general partner of Barsa Group, Ltd., a Florida limited partnership, as Member


**ZUM, INC.**

By:   
Hans Baumberger, President

**ZWING, INC.**

By:   
Hans Baumberger, President


**LIMMAT, INC.**

By:   
Hans Baumberger, President


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TALLAHASSEE, FLORIDA

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**BARZA INVESTMENTS, LTD.**

By:   
Hans Baumberger, President of  
ZUM, INC., the general partner

**BARZA DEVELOPMENT, LTD.**

By:   
Hans Baumberger, President of  
LIMMAT, INC., the general partner

**CASTEL DEVELOPMENT, LTD.**

By:   
Hans Baumberger, President of  
ZWING, INC., the general partner

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TALLAHASSEE, FLORIDA



## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between ZUM, INC., a Florida corporation, ZWING, INC., a Florida corporation, LIMMAT, INC., a Florida corporation, BARZA INVESTMENTS, LTD., a Florida Limited Partnership, BARZA DEVELOPMENT, LTD., a Florida Limited Partnership and CASTEL DEVELOPMENT, LTD., a Florida Limited Partnership, (the "Merging Corporations"), and AVET, LLC, a Florida Limited Liability Company (the "Company") for the purpose of merging the Merging Companies with an into the Surviving Company.

NOW, THEREFORE, Merging Corporations and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), by Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), by Section 620.201 of the Florida Revised Limited Partnership Act (the "LP Act") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporations shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporations shall cease. The Merger shall become effective as of December 31, 2001 in accordance with the provisions of the FBCA, the LLC Act and the LP Act (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporations in accordance with Chapter 607 and 620, Florida Statutes. All shareholders, general and limited partners of Merging Corporations and sole member of Company have consented to the Merger.

2. Governing Documents.

a. The Articles of Organization of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Limited Liability Company Operating Agreement of the Company as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be AVET, LLC.

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TALLAHASSEE, FLORIDA

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5. Addresses. The address of Merging Corporation is 9553 Harding Avenue, Suite 308, Surfside, FL 33154. The address of the Company is and shall be maintained at 9553 Harding Avenue, Suite 308, Surfside, FL 33154.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 9553 Harding Avenue, Suite 308, Surfside, FL 33154 and the name of the Registered Agent of the Company at such office shall be Hans Baumberger. The Registered Agent shall keep and maintain at such address the records of the Company required to be kept and maintained at such address by the Act.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporations shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporations, and all property, real, personal and mixed, and all debts due to Merging Corporations on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a)(1) The general partnership interest of Barza Development, Ltd. that is held by Limmat, Inc. prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. The limited partnership interest of Barza Development, Ltd. that is held by Hans Baumberger prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. No other interest in Barza Development, Ltd. is held at the time of the Merger.

(a)(2) The general partnership interest of Barza Investments, Ltd. that is held by Zum, Inc. prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. The limited partnership interest of Barza Investments, Ltd. that is held by Barsa Group, Ltd. prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. No other interest in Barza Investments, Ltd. is held at the time of the Merger.

(a)(3) The general partnership interest of Castel Development, Ltd. that is held by Zwing, Inc. prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. The limited partnership interest of Castel Development, Ltd. that is held by Barsa Group, Ltd. prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. No other interest in Castel Development, Ltd. is held at the time of the Merger.

(a)(4) The 1,000 shares of Common Stock, \$0.01 par value per share, of Limmat, Inc. outstanding immediately prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. No other shares of stock of Limmat, Inc. are outstanding at the time of the Merger.

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(a)(5) The 1,000 shares of Common Stock, \$0.01 par value per share, of Zum, Inc. outstanding immediately prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. No other shares of stock of Zum, Inc. are outstanding at the time of the Merger.

(a)(6) The 1,000 shares of Common Stock, \$0.01 par value per share, of Zwing Inc. outstanding immediately prior to the Effective Date shall be converted into a 1% interest of the Surviving Company. No other shares of stock of Zwing, Inc. are outstanding at the time of the Merger.

(b) Pursuant to Sections 607.1301 through 607.1320 of the FBCA, Section 608.4384 of the LLC Act and Section 620.205 of the LP Act, there are no dissenting shareholders of Merging Corporations or dissenting members of Surviving Company because all of the shareholders and partners of Merging Corporations and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The Company is managed by managers. The name and address of each manager of the Board of Managers of the Company is as follows:

Hans Baumberger  
9553 Harding Avenue, Suite 308  
Surfside, FL 33154

Rosa Altirriba  
9553 Harding Avenue, Suite 308  
Surfside, FL 33154

11. Further Assurances. If at any time Surviving Company 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 Surviving Company the title to any property or rights of Merging Corporations or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporations, as of the effective date of the Merger, 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 Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, 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.

13. Approval of the Shareholders and the Board of Directors and of the Members and the Board of Managers. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders, the Board of Directors and sole general

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and limited partners of Merging Corporations and by all of the members and by the Board of Managers of Surviving Company.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.


17. 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 and Agreement.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives effective as of December 31, 2001.


**AVET, LLC**

By:   
Hans Baumberger, as President of Zum, Inc., a Florida corporation, the general partner of Barsa Group, Ltd., a Florida limited partnership, as Sole Member


**ZUM, INC.**

By:   
Hans Baumberger, President

**ZWING, INC.**

By:   
Hans Baumberger, President

**LIMMAT, INC.**

By:   
Hans Baumberger, President

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TALLAHASSEE, FLORIDA

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**BARZA INVESTMENTS, LTD.**

By: \_\_\_\_\_  
Hans Baumberger, President of  
ZUM, INC., the general partner

By: \_\_\_\_\_  
Hans Baumberger, President of Zur,  
Inc., a Florida corporation, general  
partner of Barsa Group, Ltd., a  
Florida limited partnership, Limited  
Partner

**BARZA DEVELOPMENT, LTD.**

By: \_\_\_\_\_  
Hans Baumberger, President of  
LIMMAT, INC., the general partner

By: \_\_\_\_\_  
Hans Baumberger, Limited Partner

**CASTEL DEVELOPMENT, LTD.**

By: \_\_\_\_\_  
Hans Baumberger, President of  
ZWING, INC., the general partner

By: \_\_\_\_\_  
Hans Baumberger, President of Zur,  
Inc., a Florida corporation, general  
partner of Barsa Group, Ltd., a  
Florida limited partnership, Limited  
Partner

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LIMMAT, INC.

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