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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

U.S. BARIATRIC, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

U.S. BARIATRIC, INC. A FLORIDA ENTITY

into

U.S. BARIATRIC, LLC, a Florida entity L02000034672

File date: February 19, 2003

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

OF

U.S. BARIATRIC, INC.,

a Florida corporation,

and

U.S. BARIATRIC, LLC,

a Florida limited liability company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of a domestic corporation with and into a domestic limited liability company, the undersigned entities adopt the following Articles of Merger:

1. The names of the merging entities are U.S. Bariatric, LLC, which is a limited liability company organized under the laws of the State of Florida and which shall be the surviving corporation ("Surviving LLC"), and U.S. Bariatric, Inc., which is a business corporation organized under the laws of the State of Florida and the existence of which will cease ("Disappearing Corporation").

2. Surviving LLC will continue its existence as the surviving limited liability company under its current name pursuant to the provisions of the laws of the State of Florida.

3. The merger shall be effective at 12:01 A.M. on the date of filing of these Articles of Merger.

4. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A", was approved and adopted by the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC on February 7, 2003.

IN WITNESS WHEREOF, the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC have executed these Articles of Merger as of the 7 day of February, 2003.

"DISAPPEARING CORPORATION"

U.S. BARIATRIC, INC., a Florida corporation

By: RTM TRUST, a Belize Trust

By: Cititrust International Inc., Trustee,
as Sole Shareholder

By:

Name: LAWRENCE CAPLAN

Title: UNDER POA FOR CITITRUST
INTERNATIONAL, INC. AS TRUSTEE
OF THE RTM TRUST

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"SURVIVING LLC"

U.S. BARIATRIC, LLC, a Florida limited liability company
TALLAHASSEE, FLORIDA

By: RTM TRUST, a Belize Trust

By: Cititrust International Inc., Trustee,
as Sole Member

By:

Name: LAWRENCE CAPLAN

Title: UNOBL POA FOR CITITRUST
INTERNATIONAL, INC., AS TRUSTEE
OF THE RTM TRUST

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

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AGREEMENT AND PLAN OF MERGER
OF
U.S. BARIATRIC, LLC
AND
U.S. BARIATRIC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into this 7 day of February, 2003, by and between U.S. BARIATRIC, LLC, a Florida limited liability company ("Surviving LLC"), and U.S. BARIATRIC, INC., a Florida corporation ("Disappearing Corporation"), as approved by the sole member of Surviving LLC and the sole shareholder of Disappearing Corporation:

R E C I T A L S:

A. Surviving LLC is a limited liability company duly organized and existing under the laws of the State of Florida.

B. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. The sole shareholder of Disappearing Corporation and the sole member of Surviving LLC believe that the merger of Disappearing Corporation into Surviving LLC would be advantageous and beneficial to the respective Shareholder and Member of those entities.

D. Disappearing Corporation and Surviving LLC have agreed that Disappearing Corporation shall merge into Surviving LLC upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, Disappearing Corporation and Surviving LLC, the constituent corporations to this Agreement and Plan, agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving LLC.
2. Filing and Effective Time. Surviving LLC shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Limited Liability Company Act. The effective date of the merger (the "Effective Date") shall be at 12:01 A.M. on the date of filing of the Articles of Merger for the merger.
3. Surviving LLC. Surviving LLC shall continue its existence under its current name pursuant to the provisions of the Florida Limited Liability Company Act, and shall succeed without other transfer to all the rights and properties of Disappearing Corporation and shall be subject to all the debts and liabilities of Disappearing Corporation in the same manner as if Surviving LLC had incurred them in accordance with the laws of the State of Florida.

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4. Disappearing Corporation. The separate existence of Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Upon the filing of Articles of Merger, the issued and outstanding shares of capital stock of Disappearing Corporation shall be canceled and retired and cease to exist. RTM Trust, a Belize Trust, as both the sole Shareholder of Disappearing Corporation and the sole Member of the Surviving LLC, will continue to own one hundred percent (100%) of the membership interests of Surviving LLC following the merger. The presently issued and outstanding membership interests of Surviving LLC shall not, as a result of the merger, be changed and shall continue to be outstanding.

6. Articles of Organization. The Articles of Organization of Surviving LLC as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

7. Manager. The manager of Surviving LLC upon the Effective Date shall continue to be the manager of Surviving LLC. The name and business address of the manager of Surviving LLC is Robert T. Marema, M.D., 4800 N.E. 20th Terrace, Suite 303, Fort Lauderdale, Florida 33308.

8. Approval. Subsequent to the execution of this Agreement and Plan by the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC, the proper officers of Disappearing Corporation and the manager of Surviving LLC shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

9. Governing Law. This Agreement and Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

10. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

11. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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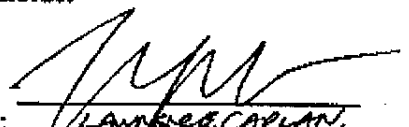
IN WITNESS WHEREOF, the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC have executed this Agreement and Plan as of the date first above written.

"DISAPPEARING CORPORATION"

U.S. BARIATRIC, INC., a Florida corporation

By: RTM TRUST, a Belize Trust

By: Cititrust International Inc., Trustee,
as Sole Shareholder

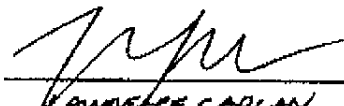
By: 
Name: LAWRENCE CAPLAN,
Title: UNDER POA FOR CITITRUST
INTERNATIONAL, AS TRUSTEE
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"SURVIVING LLC"

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