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J. BRYAN JAN 12 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 139498 134758A
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 90.00

ORDER DATE : January 12, 2005
ORDER TIME : 1:56 PM
ORDER NO. : 139498-005
CUSTOMER NO: 134758A
CUSTOMER: Theodore J. Klein, Esq
Theodore J. Klein Attorney At
Bldg. D, Suite 104
8030 Peters Road
Plantation, FL 33324

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ARTICLES OF MERGER

VIRTUAL INTEGRATED
APPLICATIONS, INC.

INTO

VIRTUAL INTEGRATED
APPLICATIONS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

VIRTUAL INTEGRATED APPLICATIONS, INC., a Florida corporation

INTO

VIRTUAL INTEGRATED APPLICATIONS LLC, a Florida limited liability company

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TALLAHASSEE, FLORIDA

Pursuant to the relevant provisions of the Florida Business Corporation Act, Florida Statutes Section 607.0101 et. seq. (the "Corporation Act"), and pursuant to the relevant provisions of the Florida Limited Liability Company Act, Florida Statute Sections 608.401 et. seq. (the "LLC Act"), Virtual Integrated Applications, Inc., a Florida corporation (the "Merging Company"), and Virtual Integrated Applications LLC, a Florida limited liability company (the "Surviving Company"), adopts these Articles of Merger for the purpose of effecting a merger in accordance with Sections 607.1109 and 608.4382, Florida Statutes and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Virtual Integrated Applications, Inc Fla. Doc. No. P03000009394 633 N.E. 167 Street, #505 North Miami Beach, FL 33162	Florida	Corporation

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>
Virtual Integrated Applications LLC Fla. Doc. No. 633 N.E. 167 Street, #505 North Miami Beach, FL 33162	Florida	LLC

THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated herein by reference, and adopted in accordance with the provisions of the Corporation Act and the LLC Act (collectively the "Act") providing for the merger of the Merging Company with and into the Surviving Company, was approved by each entity in accordance with the applicable laws pertaining to each such entity.

FOURTH: The written consent of each member of the Merging Company has been obtained pursuant to the provisions of the Corporation Act.

FIFTH: The merger is permitted under the laws of the States of Florida and is not prohibited by the Articles of Organization or Operating Agreement of the Surviving Company or by the Articles of Incorporation or By-Laws of the Merging Company.


SIXTH: The merger shall become effective upon the filing of these articles with the Florida Department of State. They were approved on December 31, 2004.

SEVENTH: These Articles of Merger comply with and have been executed in accordance with the Act.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 31 day of December, 2004.

MERGING COMPANY:


Virtual Integrated Applications, Inc., a Florida corporation

By: 
Edwin J. Gonzalez, Its President

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SURVIVING COMPANY:

Virtual Integrated Applications LLC, a Florida limited liability company

By: 
Edwin J. Gonzalez, Its Manager

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **Virtual Integrated Applications, Inc.**, a Florida corporation (the "Merging Company") and **Virtual Integrated Applications LLC**, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Company with and into the Surviving Company (the "Merger").

NOW, THEREFORE, Merging Company and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by the Florida Business Corporation Act, Florida Statutes Section 607.0101 et. seq. (the "Corporation Act"), and as authorized by the Florida Limited Liability Company Act, Florida Statute Sections 608.401 et. seq. (the "LLC Act") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Company shall be merged with and into the Company. The Company shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate legal existence of Merging Company shall cease. The Merger shall become effective as of the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"). The Merger was approved by the Company in accordance with the LLC Act and the Merger was approved by the Merging Company in accordance with the Corporation Act. All stockholders of Merging Company and all members of the Company have consented to the Merger.

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

3. Board of Managers. The Board of Managers of the Company (comprised solely of Edwin J. Gonzalez, Bruce Samuels and Gordon Shuminer) immediately prior to the Effective Date shall continue to be the Board of Managers of the Surviving Company.

4. Name. The name of the Surviving Company shall continue to be Virtual Integrated Applications LLC.

5. Addresses. The address of the Merging Company is 633 N.E. 167 Street, Suite 505, North Miami Beach, Florida 33162. The address of the Company is and shall be maintained at 633 N.E. 167 Street, Suite 505, North Miami Beach, Florida 33162.

6. Registered Office and Registered Agent. The location of the registered office of the Surviving Company shall continue to be 88 N.E. 168 Street, North Miami Beach, Florida 33162 and the name of the Registered Agent of the Surviving Company at such office shall be Ted Klein. 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 LLC Act.

7. Succession. At the Effective Date, the separate legal existence of the Merging Company shall cease, and the Company shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Merging Company; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Merging Company shall be deemed to be transferred to and vested in the Company without further act or deed, and the title to any property or any interest therein, vested in the Company shall not revert to or be in any way impaired by reason of the Merger. The Company shall be responsible and liable for all the liabilities and obligations of Merging Company and any claims existing by or against Merging Company may be prosecuted to judgement as if the Merger had not occurred, or the Company may be substituted in the place of Merging Company. The rights of any creditors of Merging Company shall not be impaired by this Merger. Surviving Company shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Merging Company.

8. Conversion of Stock. As of the Effective Date, the outstanding shares of the capital stock immediately prior to the Effective Date shall be canceled and the stockholders of the Merging Company shall receive membership units in the Company in such amounts as is specified in the Company's Limited Liability Company Agreement. As of the Effective Date, the holders of Member Interests in the Company immediately prior to the Effective Date shall hold their membership units in accordance with the Company's Limited Liability Company Agreement. Pursuant to the Corporation Act and the LLC Act, there are no dissenting stockholders of the Merging Company or dissenting members of the Company and all members and stockholders of each of the entities involved in the Merger have consented to the Merger.

9. Other Provisions With Respect to Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the States of Florida. The Merging Company, acting through its president, Edwin J. Gonzalez, is authorized to execute the articles of merger on behalf of the Merging Company, for and as an act of the Merging Company and its stockholders. Edwin J. Gonzalez, as the president of the Company and as the authorized representative of the Company's members, is authorized to execute the articles of merger on behalf of the Company, for and as an act of the Company and its members.

10. 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 Company or to otherwise carry out the provisions hereof, Edwin J Gonzalez., as the president of the Merging Company, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to rest, perfect or confirm title to such

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property or rights in Surviving Company and to otherwise carry out the provisions hereof.

11. Abandonment or Amendment. At any time prior to the filing of the articles of merger with the Florida Department of State, 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.

12. Approval of the Stockholders of Merging Company and Approval of the Members and Manager of the Company. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, the partners of Merging Company and by the members and by the managers of the Company.

13. Costs. If the Merger is not consummated, each party hereto will bear its own costs in connection with this Plan and Agreement. If the Merger is consummated, all costs in connection with this Plan and Agreement will be paid by Surviving Company.

14. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the 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 and the transactions contemplated hereby.

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

16. Headings. The headings and several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning and interpretation of this Plan and Agreement.

IN WITNESS WHEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on December 31, 2004.

MERGING COMPANY:

Virtual Integrated Applications, Inc., a Florida corporation

By: 
Edwin J. Gonzalez, Its President

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COMPANY:

Virtual Integrated Applications LLC, a Florida limited liability company

By: 
Edwin J. Gonzalez, Its Manager

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