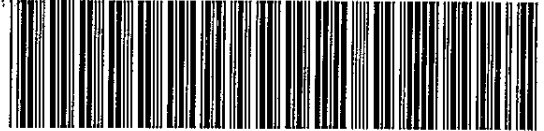


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SECRETARY OF STATE  
FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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*(SUPPLEMENTAL)*  
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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607, 1109, 608, 4382, and/or 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>
1. <u>BAHATICS RESOURCES, INC.</u> <u>4800 NE 20<sup>TH</sup> TERRACE, SUITE 303</u> <u>PT. LAUDERDALE, FL 33308</u>	<u>BRITISH VIRGIN</u> <u>ISLANDS</u>	<u>INTERNATIONAL</u> <u>BUSINESS CORP.</u>

Florida Document/Registration Number: EO2000003597 FEI Number: 47-0884566

2. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

3. \_\_\_\_\_  
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Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

*(Attach additional sheet(s) if necessary)*

**FILED**

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

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Name and Street Address

Jurisdiction

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Entity Type

BARIATRIC RESOURCES, L.L.C.  
4800 NE 20<sup>TH</sup> TERRACE  
FT. LAUDERDALE, FL 33308

FLORIDA

LIMITED LIABILITY  
COMPANY

Florida Document/Registration Number: LO5000023551

FEI Number: APPLIED FOR

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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 of organization of any limited liability company that is a party to the merger.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OR

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

(Note: Please see instructions for required signatures.)

NOTE: SIGNATURES ON  
ORIGINAL ARTICLES  
OF MEMBER

(Attach additional sheet(s) if necessary)

**ARTICLES OF MERGER OF  
BARIATRIC RESOURCES, INC.,  
A British Virgin Islands corporation and  
BARIATRIC RESOURCES, L.L.C.,  
A Florida limited liability company**

**FILED**

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REGISTRY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida limited liability company Act governing the merger of a foreign 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 Bariatric Resources, L.L.C., which is a Florida limited liability company, and which shall be the surviving entity ("Surviving LLC") and Bariatric Resources, Inc., a British Virgin Islands corporation, and the existence of which shall 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 State of Florida.

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

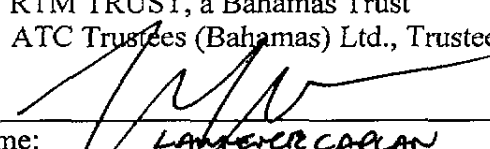
4. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A", was approved and adopted by the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC on March 16, 2005.

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 15<sup>th</sup> day of March, 2005.

"DISAPPEARING CORPORATION"

BARIATRIC RESOURCES, INC.,  
A British Virgin Islands corporation

By: RTM TRUST, a Bahamas Trust  
ATC Trustees (Bahamas) Ltd., Trustee

By:   
Name: LAWRENCE CAPLAN

Title: UNDER POA FOR ATC TRUSTEES (BAHAMAS) LTD.  
AS TRUSTEE

"SURVIVING LLC"

**FILED**

BARIATRIC RESOURCES, L.L.C.,

A Florida limited liability company

By: BARIATRIC HOLDINGS, L.L.C.

A Florida limited liability company

By: 

Name: ROBERT MARENA

Title: PRESIDENT

**AGREEMENT AND PLAN OF MERGER OF  
BARIATRIC RESOURCES, L.L.C. AND  
BARIATRIC RESOURCES, INC.**

**FILED**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into this 15<sup>th</sup> day of March, 2005, by and between BARIATRIC RESOURCES, L.L.C., a Florida limited liability company (Surviving LLC) and BARIATRIC RESOURCES, INC., a British Virgin Islands corporation ("Disappearing Corporation") as approved by the sole member of Surviving LLC and the sole shareholder of Disappearing Corporation:

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**RECITALS:**

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

B. Disappearing Corporation is a corporation duly organized and existing under the laws of the British Virgin Islands.

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 Date. 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 shall be at 12:01 AM on the date of the 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 transfer to all of the rights and properties of Disappearing

Corporation and shall be subject to all of 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.

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. Bariatric Holdings, LLC, a Florida limited liability company, as sole member of Surviving LLC, will continue to hold 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 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 address of the manager of Surviving LLC is Bariatric Holdings, LLC, 4800 N.E. 20<sup>th</sup> Terrace, FT 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 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.

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

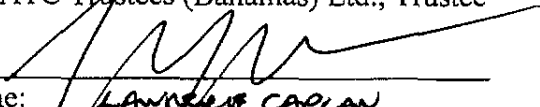


IN WITNESS WHEREOF, the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC have executed these Agreement and Plan of Merger as of the 15<sup>th</sup> day of March, 2005.

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"DISAPPEARING CORPORATION"

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
BARIATRIC RESOURCES, INC.,  
A British Virgin Islands corporation

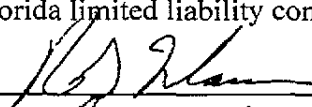
By: RTM TRUST, a Bahamas Trust  
ATC Trustees (Bahamas) Ltd., Trustee

By:   
Name: LAWRENCE CAPLAN  
Title: UNDER POA FOR ATC TRUSTEES (BAHAMAS) LTD.  
AS TRUSTEE

"SURVIVING LLC"

BARIATRIC RESOURCES, L.L.C.,  
A Florida limited liability company

By: BARIATRIC HOLDINGS, L.L.C.,  
A Florida limited liability company

By:   
Name: ROBERT MARENA  
Title: PRESIDENT