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MERGER OR SHARE EXCHANGE

D. BRUCE

9701 Wayne LLC

MAY 09 2008

EXAMINER

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Page Count	03
Estimated Charge	\$58.75

80.00

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**ARTICLES OF MERGER**  
**For**  
**Florida Limited Liability Company**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 608.4382, F.S.

**First:** The exact name and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
FRANJO CAPITAL INVESTMENTS, LLC	Florida	L06000009194

**Second:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
9701 WAYNE LLC	Florida	L06000008467

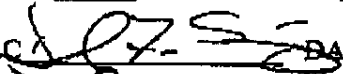

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the unanimous vote of the shareholders and board of directors of the surviving corporation on April 22, 2008.

**Sixth:** The Plan of Merger was adopted by the unanimous vote of the members of each of the merging entities on April 22, 2008.

**Seventh:** Signatures for Each Party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Printed Name and Title</u>
FRANJO CAPITAL INVESTMENTS, LLC		DANIEL SUAREZ, MGR.
9701 WAYNE LLC		DANIEL SUAREZ, MGR.

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**PLAN OF MERGER**

**First:** The name and jurisdiction of each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	
FRANJO CAPITAL INVESTMENTS, LLC	Florida	L06000009194

**Second:** The name and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	
9701 WAYNE LLC	Florida	L06000008467

**Third:** The terms and conditions of the merger are as follows:

FRANJO CAPITAL INVESTMENTS, LLC a Florida limited liability company ("Franjo") (the "Merging Entity"), shall merge into 9701 WAYNE LLC a Florida limited liability company ("9701") (the "Surviving Entity")

The Articles of Incorporation of Organization and the Operating Agreement of the Surviving Entity, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Organization and the Operating Agreement of Wayne.

The managers of the Surviving Entity, immediately prior to the effective date of the merger shall remain the managers of 9701. The members of the Merging Entity shall become the members of the Surviving Entity, in the same percentage of ownership. The Surviving Entity is wholly owned by the Merging Entity.

Upon consummation of the merger, 9701 shall succeed, without other transfer, to all the rights and property of the Merging Entity and shall be subject to all the debts, liabilities, and obligations of the Merging Entity in the same manner as if incurred by Wayne. Furthermore, all rights of creditors and all liens and trust upon or arising from the properties of 9701 and the Merging Entity shall be unimpaired, provided that the liens and trust obligations upon property of the Merging Entity shall be limited to the property affected thereby immediately prior to the effective date of the merger.

**Fourth:** The manner and basis of converting the interests, obligations, or other securities of the Merging Entity into the interests, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

Audit No.  
This instrument was prepared by:  
Jorge M. Vigil, Esq.  
Rasco Reininger Perez Esquenazi & Vigil, P.L.  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
(305) 476-7100

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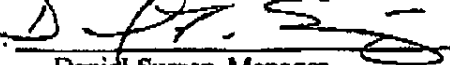
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Upon merging, no additional membership certificates of 9701 will be issued to the members of Franjo and the membership certificates of Franjo will be cancelled. The members of the Merging Entity shall become members of the Surviving Entity. The Surviving Entity is wholly owned by the Merging Entity..

FRANJO CAPITAL INVESTMENTS, LLC

By:   
Daniel Suarez, Manager

9701 WAYNE LLC

By:   
Daniel Suarez, Manager

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