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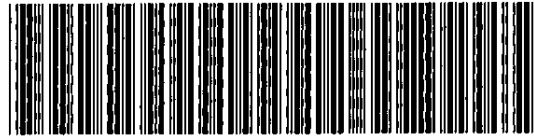
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RECEIVED  
08 MAY 20 AM 10:48  
STATE DEPT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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08 MAY 20 PM 1:15  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

MAY 20 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 577130 5017789  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 50.00

FILED  
08 MAY 20 PM 1:15  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ORDER DATE : May 20, 2008  
ORDER TIME : 10:05 AM  
ORDER NO. : 577130-005  
CUSTOMER NO: 5017789

ARTICLES OF MERGER

FRESH RESULTS, LLC

INTO

FRESH RESULTS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER**  
**OF**  
**FRESH RESULTS, LLC, a Florida Limited Liability Company**  
**WITH AND INTO**  
**FRESH RESULTS, LLC, a Delaware Limited Liability Company**

FILED  
08 MAY 20 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fresh Results, LLC, a Florida limited liability company, in order to accomplish its merger with Fresh Results, LLC, a Delaware limited liability company, pursuant to Section 608.4382 of the Florida Statutes, hereby certifies:

1. That the name and state of organization of the merging party is:  
Fresh Results, LLC, a Florida limited liability company.
2. That the name and state of organization of the surviving party is:  
Fresh Results, LLC, a Delaware limited liability company
3. That the attached agreement and plan of merger ("Agreement and Plan of Merger") has been approved and executed by each limited liability company that is a party to the merger in accordance with the applicable provisions of Section 608.4381(2) of the Florida Statutes and Section 18-209 of the Delaware Limited Liability Company Act.
4. That the effective date of the Agreement and Plan of Merger shall be the date which this Certificate of Merger is filed with the Secretary of the State of Florida.
5. That the name of the surviving limited liability company is "Fresh Results, LLC", a limited liability company organized and existing under and by virtue of the laws of the State of Delaware, which registered office is located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
6. The surviving limited liability company agrees to pay to any member with appraisal rights the amount to which members are entitled under Sections 608.4351 – 608.4359 of the Florida Statutes.
7. The surviving limited liability company is organized under the law of the State of Delaware and is not currently qualified to transact business in the State of Florida.
  - (a) The street and mailing address of the office of the surviving limited liability company, which Florida Department of State may use for purposes of Section 48.181 of the Florida Statutes is as follows:

c/o Ulises C. Sabato  
1720 Thatch Palm Drive  
Boca Raton, Florida 33432

- (b) The surviving limited liability company appoints the Florida Secretary of

State as its agent for service of process in a proceeding to enforce obligations of the merging limited liability company, including any appraisal rights of its members under Sections 608.4351 – 608.4359 of the Florida Statutes.

8. This Certificate of Merger is to be effective upon filing.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed by their respective authorized signatory of the Company on this 21<sup>st</sup> day of March, 2008.

**FRESH RESULTS, LLC, a Delaware limited liability company**

**By: Argentina Blueberry Company, L.L.C., its sole member**

By: \_\_\_\_\_

Name: Ulises C. Sabato

Title: Member and Authorized Signatory

**FRESH RESULTS, LLC, a Florida limited liability company**

**By: Argentina Blueberry Company, L.L.C., its sole member**

By: \_\_\_\_\_

Name: Ulises C. Sabato

Title: Member and Authorized Signatory

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement of Merger"), made and entered into as of this ~~3/5~~ day of March, 2008, by and between **FRESH RESULTS, LLC**, a Florida limited liability company (the "**FLORIDA LLC**"), and **FRESH RESULTS, LLC**, a Delaware limited liability company (the "**DELAWARE LLC**"). Said entities are hereinafter collectively referred to as the "Merging Companies".

**WHEREAS**, the **FLORIDA LLC** is a limited liability company organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, the Articles of Organization of the **FLORIDA LLC** were filed on March 7, 2007 (the "**FLORIDA LLC Articles of Organization**"); and

**WHEREAS**, the initial member/managers of the **FLORIDA LLC** were P.R.I. Management Group Corp. ("PRI"), Ellis Investments, Inc. ("Ellis"), and Argentina Blueberry Company, L.L.C. (incorrectly designated in the **FLORIDA LLC Articles of Organization** as "Argentina Blueberry Corp.") ("Argentina Blueberry"); and

**WHEREAS**, effective as of September 25, 2007, PRI and Ellis each conveyed its membership interest in the **FLORIDA LLC** to Argentina Blueberry which is now the sole member of the **FLORIDA LLC**; and

**WHEREAS**, the **DELAWARE LLC** is a limited liability company organized and existing under and by virtue of the laws of the State of Delaware; and

**WHEREAS**, the Certificate of Formation of the **DELAWARE LLC** was filed on July 10, 2007; and

**WHEREAS**, the initial member/managers of the **DELAWARE LLC** were P.R.I., Ellis, and Argentina Blueberry; and

**WHEREAS**, effective as of September 25, 2007, PRI and Ellis each conveyed its membership interest in the **DELAWARE LLC** to Argentina Blueberry which is now the sole member of the **DELAWARE LLC**; and

**WHEREAS**, the sole member of each of the Merging Companies desire that the **FLORIDA LLC** be merged into the **DELAWARE LLC**, in accordance with the laws of the State of Florida and the State of Delaware,

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements set forth herein below, the Merging Companies hereby agree to merge and become one entity in accordance with the terms and conditions set forth below.

1. The Merging Companies hereby agree that the **FLORIDA LLC** shall be merged into the **DELAWARE LLC**.

2. The name of the merged entity that shall survive the merger shall be "FRESH RESULTS, LLC"

3. The **FLORIDA LLC** has one membership interest (the "Florida Membership Interest") as follows:

ARGENTINA BLUEBERRY COMPANY, L.L.C.	100%
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4. The **DELAWARE LLC** has one membership interest (the "Delaware LLC Membership Interest") as follows:

ARGENTINA BLUEBERRY COMPANY, L.L.C.	100%
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5. The manner and basis of converting the membership interests of the **FLORIDA LLC** shall be as follows:

Effective as of the Effective Date of the Merger, the **FLORIDA LLC**, transfers, assigns and sets over to the **DELAWARE LLC**, its assets and liabilities in exchange for the membership interest in the **DELAWARE LLC**, which membership interest the **FLORIDA LLC** distributes to the sole member in liquidation of the **FLORIDA LLC** ("Membership Interest Distribution"). On the Effective Date of the Merger and simultaneously with the Membership Interest Distribution, the **FLORIDA LLC** shall cease to exist.

6. In accordance with this Agreement of Merger and in accordance with the provisions of and with the effect provided in the Delaware Limited Liability Company Act, effective as of the Effective Date of the Merger, the **DELAWARE LLC** shall possess all the rights, privileges, powers, immunities, purposes, franchises, both public and private, of the **FLORIDA LLC**. All real property and personal property, tangible and intangible, of every kind and description, belonging to the **FLORIDA LLC** shall be vested in the **DELAWARE LLC** without further act or deed. The **DELAWARE LLC** shall be liable for all the obligations and liabilities of the **FLORIDA LLC** and any claim existing or action or proceeding pending against the **FLORIDA LLC** may be enforced as if such merger had not taken place. Neither the rights of creditors nor any liens upon, or security interest in, the property of the **FLORIDA LLC** shall be impaired by such merger.

7. From time to time, as and when requested by the **DELAWARE LLC**, or by its successors and assigns, the **FLORIDA LLC** will execute and deliver, or cause to be executed or delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the **DELAWARE LLC** may deem necessary or advisable to vest in and confirm the **FLORIDA LLC**'s title to and possession of all the **FLORIDA LLC**'s properties, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement of Merger.

8. The Certificate of Formation of the **DELAWARE LLC** shall, on the Effective Date of the Merger, not be amended or changed and shall remain as presently filed.

9. An Operating Agreement of the **DELAWARE LLC** exists on the date hereof and shall immediately after the Effective Date continue to be in full force and effect and govern the **DELAWARE LLC** thereby until same is amended or terminated.

10. This Agreement of Merger and the merger transaction contemplated by this Agreement of Merger have been approved by the sole member of each of the Merging Companies.

11. This Agreement of Merger may be terminated and the merger provided for may be abandoned at anytime after approval by the sole member of each of the Merging Companies, but prior to the filing of a Certificate of Merger with the Secretary of State of Florida, by mutual consent of the sole member of each of the Merging Companies.

12. A *Certificate of Merger* shall be prepared in accordance with Section 608.4382 of the Florida Statutes. Said Certificate of Merger shall be filed with the Florida Secretary of State.

13. The Merger provided for in this Agreement of Merger shall be effective (the "Effective Date") upon the filing of the Certificate of Merger with the Secretary of State of Delaware.

14. This Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

15. The validity, interpretation, and performance of this Agreement of Merger shall be controlled by, construed, and enforced in accordance with the Delaware Limited Liability Company Act.

[THIS SPACE INTENTIONALLY LEFT BLANK – SIGNATURE TO FOLLOW]

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement of Merger to be executed by their respective managers on this 21<sup>st</sup> day of March, 2008.

**FRESH RESULTS, LLC, a Florida limited liability company**

**By: Argentina Blueberry Company, L.L.C., its sole member**

By: \_\_\_\_\_

Ulises C. Sabato

Title: Member and Authorized Signatory

**FRESH RESULTS, LLC, a Florida limited liability company**

**By: Argentina Blueberry Company, L.L.C., its sole member**

By: \_\_\_\_\_

Ulises C. Sabato

Title: Member and Authorized Signatory