



L9900000/164

October 22, 2001

Florida Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
10-31-01

900004653499--7  
-10/25/01--01064--004  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

900004653499--7  
-11/02/01--01047--006  
\*\*\*\*\*25.00

Subject: Articles of Merger of Bay4 Capital, LLC with and into CMB Capital, LLC

Dear Madam or Sir:

Enclosed please find the above-referenced Articles of Merger, together with a check in the amount of \$25.00 for the filing thereof.

Should you have any questions, please do not hesitate to call Christopher R. Sullivan, corporate counsel, at 813/387-4087.

Sincerely,  
CMB Capital, LLC

Harriet M. Neill  
Director, Administration

Enclosures (2)

FILED  
2001 OCT 25 AM 10:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Bay4 Capital, LLC  
7650 West Courtney Campbell Cswy  
Suite 1120  
Tampa, FL 33607  
Office: 813.387.4087  
Fax: 813.387.4022  
Website: www.bay4.com

Bay4 Capital, LLC  
6300 S. Syracuse Way  
Suite 290  
Englewood, CO 80111  
Office: 303.749.5600  
Fax: 720.488.2250  
Website: www.bay4.com

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BAY4 CAPITAL, LLC, a Florida entity L99000001173

into

**CMB CAPITAL, LLC**, a Florida entity L99000001164

File date: October 25, 2001 , effective October 31, 2001

Corporate Specialist: Shawn Logan

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
of**

**BAY<sup>4</sup> CAPITAL, LLC,** *L99-1173*  
**a Florida limited liability company**

**with and into**

**CMB CAPITAL, LLC,** *L99-1164*  
**a Florida limited liability company**

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned enter into these Articles of Merger by which **BAY<sup>4</sup> CAPITAL, LLC**, a Florida limited liability company (the "Merging LLC"), shall be merged with and into **CMB CAPITAL, LLC**, a Florida limited liability company (the "Surviving LLC"), and the Surviving LLC shall be the surviving business entity and shall be concurrently renamed "Bay<sup>4</sup> Capital, LLC," in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 608.4381 of the Florida Limited Liability Company Act. The undersigned hereby certify as follows:

**FIRST:** A copy of the Plan is attached hereto as Exhibit "A" and made a part hereof.

**SECOND:** The merger shall become effective at 11:59 p.m. on October 31, 2001, or if later, at the close of business on the date on which these Articles of Merger are filed with the Florida Secretary of State, and concurrently therewith the name of the Surviving LLC shall be changed to "Bay<sup>4</sup> Capital, LLC".


**THIRD:** The Plan was duly adopted and approved on October 16th, 2001, by the Members of the Surviving LLC, in accordance with applicable provisions of Chapter 608, Florida Statutes (which vote was sufficient for approval), and the Plan was duly adopted and approved on October 16th, 2001, by the sole and Managing Member of the Merging LLC, in accordance with applicable provisions of Chapter 608, Florida Statutes (which vote was sufficient for approval).

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**IN WITNESS WHEREOF**, these Articles of Merger have been executed by each of the Surviving LLC and the Merging LLC, this 16th day of October, 2001.

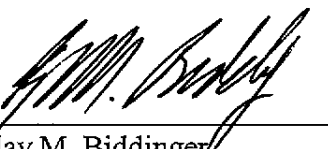
**MERGING LLC**

**BAY<sup>4</sup> CAPITAL, LLC**, a Florida limited liability company

By:   
Name: Clay M. Biddinger  
Title: Managing Member

**SURVIVING LLC**

**CMB CAPITAL, LLC**, a Florida limited liability company (to be renamed "Bay<sup>4</sup> Capital, LLC")

By:   
Name: Clay M. Biddinger  
Title: Managing Member

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**EXHIBIT A**  
**Plan of Merger**

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

**THIS PLAN OF MERGER**, dated as of October 16, 2001 (the "Plan"), is made and entered into by and between **CMB CAPITAL, LLC**, a Florida limited liability company (the "Surviving LLC"), and **BAY<sup>4</sup> CAPITAL, LLC**, a Florida limited liability company (the "Merging LLC").

### WITNESSETH:

**WHEREAS**, 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), authorizes the merger of one or more Florida limited liability companies with and into a Florida limited liability company;

**WHEREAS**, the Surviving LLC and the Merging LLC now desire to merge (the "Merger"), following which the Surviving LLC shall be the surviving entity;

**WHEREAS**, the requisite number of the members of the Surviving LLC have approved this Plan and the consummation of the Merger; and

**WHEREAS**, the requisite number of the members of the Merging LLC have approved this Plan and the consummation of the Merger.

**NOW THEREFORE**, the parties hereto hereby agree as follows:

### ARTICLE I THE MERGER

(a) The parties shall cause the Merger to be consummated by filing Articles of Merger, (the "Articles of Merger") with the Secretary of State of the State of Florida evidencing the Merger of the Merging LLC with and into the Surviving LLC and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at such time as is specified in the Articles of Merger (the "Effective Time").

(b) At the Effective Time, the Merging LLC shall be merged with and into the Surviving LLC, whereupon the separate existence of the Merging LLC shall cease, and the Surviving LLC shall be the surviving entity of the Merger in accordance with the LLC Act, and the Surviving LLC shall be concurrently renamed "Bay<sup>4</sup> Capital, LLC."

(c) At the Effective Time, by virtue of the Merger and without further action or deed by or on behalf of Surviving LLC, Merging LLC or each of the sole members thereof, all currently issued and outstanding membership units of the Surviving LLC immediately prior to the Merger shall remain outstanding and each of the membership units of the Merging LLC issued and outstanding immediately prior to the Merger shall be canceled and extinguished.

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TALLAHASSEE, FLORIDA

**ARTICLE II  
THE SURVIVING LLC**

The Articles of Organization of the Surviving LLC in effect at the Effective Time shall survive the Merger unless and until amended in accordance with its terms and applicable law. The limited liability company Operating Agreement of the Surviving LLC in effect at the Effective Time shall be the limited liability company Operating Agreement of the Surviving LLC unless and until amended in accordance with its terms and applicable law.

The person who shall serve as the Managing Member of the Surviving LLC shall be:

<u>Name</u>	<u>Address</u>
Clay M. Biddinger	2841 Cobblestone Drive Palm Harbor, FL 34684

**ARTICLE III  
TRANSFER AND CONVEYANCE OF ASSETS  
AND ASSUMPTION OF LIABILITIES**

At the Effective Time, the Surviving LLC shall continue in existence as the surviving entity in the Merger, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Merging LLC, and all of the assets and property of whatever kind and character of the Merging LLC shall vest in the Surviving LLC without further act or deed; thereafter, the Surviving LLC shall be liable for all of the liabilities and obligations of the Merging LLC, and any claim or judgment against the Merging LLC may be enforced against the Surviving LLC, as the surviving entity, in accordance with the LLC Act.

**ARTICLE IV  
APPROVAL BY MEMBERS**

The Plan shall be approved by the Members of the Surviving LLC and by the sole and Managing Member of the Merging LLC.

**ARTICLE IV  
TERMINATION**

The Plan may be terminated upon the mutual consent of the parties at any time prior to the Effective Time. The Plan may be amended, modified or supplemented at any time (before or after member approval) prior to the Effective Time of the merger with the mutual consent of the members of each of the parties to the Merger.

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**ARTICLE V  
COUNTERPARTS**

The Plan may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first above written.

**MERGING LLC**

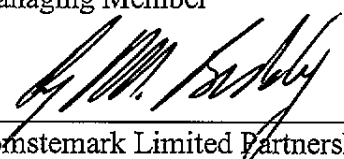
**BAY<sup>4</sup> CAPITAL, LLC**, a Florida limited liability company

By:   
Name: Clay M. Biddinger  
Title: Managing Member

**SURVIVING LLC**

**CMB CAPITAL, LLC**, a Florida limited liability company

By:   
Name: Clay M. Biddinger  
Title: Managing Member

By:   
Name: Tomstemark Limited Partnership  
Title: Member  
By: Clay M. Biddinger, President, CMB Holdings of Nevada, Inc., General Partner

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