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Holland & Knight LLP  
Requestor's Name

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315 S. Calhoun St.  
Address

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Tallahassee, Fl. 32301 425-5686  
City/State/Zip Phone #

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*125.00 \*\*\*125.00

Examiner's Initials U2-700

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RANACO, INC., a Florida Corporation V57312 AND  
HOLDINGS, INC., a Florida Corporation P95000067139

REGENT PLACE

INTO

**GF HOLDINGS LLC**, a Florida entity, L99000007052

File date: February 7, 2000

Corporate Specialist: Trevor Brumbley

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00 FEB -7 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
RANACO, INC., AND  
REGENT PLACE HOLDINGS, INC.  
INTO  
GF HOLDINGS LLC**

Pursuant to Chapters 607 and 608 of Florida Statutes, <sup>V57312</sup> ~~RANACO, INC.~~, a ~~Florida~~ corporation ("Ranaco"), ~~REGENT PLACE HOLDINGS, INC.~~, a ~~Florida~~ corporation ("Regent"), and GF HOLDINGS LLC, a ~~Florida limited liability~~ company ("GF Holdings"), hereby execute these Articles of Merger for the purpose of effecting the merger of Ranaco and Regent with and into GF Holdings, which will be the surviving entity (the "Merger").

Article I

The Plans of Merger effecting the Merger of Ranaco and Regent with and into GF Holdings are attached to and made a part of these Articles of Merger as Exhibits A and B, respectively.

Article II

The Plan of Merger attached hereto as Exhibit A was unanimously adopted and approved by the sole director and sole shareholder of Ranaco by written consent dated December 15, 1999, in accordance with the provisions of Chapter 607 of Florida Statutes. The Plan of Merger attached hereto as Exhibit B was unanimously adopted and approved by the sole director and sole shareholder of Regent by written consent dated December 15, 1999, in accordance with the provisions of Chapter 607 of Florida Statutes. The Plan of Merger was unanimously adopted and approved by the members of GF Holdings by written consent dated December 15, 1999 in accordance with the provisions of Chapter 608 of Florida Statutes.

Article III

The effective date of the Merger shall be upon filing of these Articles of Merger with the Secretary of State.

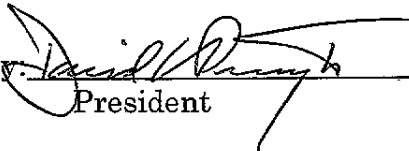
[Signatures on following page]

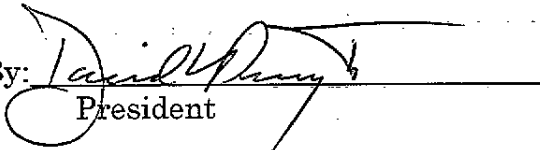
00 FEB -7 11:12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the undersigned has caused its duly authorized officer to execute these Articles of Merger on its behalf as of the 15<sup>th</sup> day of December, 1999.

RANACO, INC.

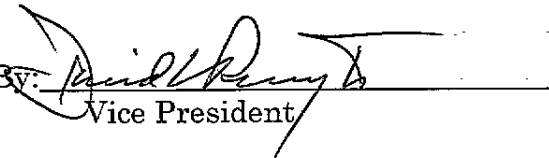
REGENT PLACE HOLDINGS, INC.

By:   
President

By:   
President

GF HOLDINGS LLC

By: FOREIGN FINANCIAL SERVICES CORP.,  
its Managing Member

By:   
Vice President

00 FEB -7 PM 12:13  
SECRETARY'S OFFICE  
FALL AVE. SUITE 1100  
BOSTON, MA 02111

**EXHIBIT A**

**RANACO, INC.  
PLAN OF MERGER**

**Ranaco, Inc.**, a Florida corporation ("Ranaco"), and **GF Holdings LLC**, a Florida limited liability company ("GF Holdings"), hereby adopt the following Plan of Merger to effect the merger of Ranaco with and into GF Holdings (the "Merger").

(a) The names of the merging entities are Ranaco, Inc. and GF Holdings LLC.

(b) The surviving entity shall be GF Holdings.

(c) On the effective date of the Merger, Ranaco shall merge with and into GF Holdings. The separate existence of Ranaco shall cease and GF Holdings shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed, of Ranaco, without the necessity for any separate transfer. GF Holdings shall thereafter be responsible and liable for all obligations of Ranaco, and neither the rights of the creditors nor any liens on the property of Ranaco shall be impaired by the Merger.

(d) On the effective date of the Merger, each issued and outstanding share of the common stock of Ranaco and all rights to acquire shares of the common stock of Ranaco shall be cancelled.

(e) The name and business address of the Managing Member of GF Holdings is:

Foreign Financial Services Corp.  
675 Longboat Club Road, #28A  
Longboat Key, Florida 33428

(f) The effective date of the Merger shall be upon filing of articles of merger with the Florida Secretary of State.

SECRET  
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ARTICLE  
A  
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**EXHIBIT B**

**REGENT PLACE HOLDINGS, INC.  
PLAN OF MERGER**

**Regent Place Holdings, Inc.**, a Florida corporation ("Regent"), and **GF Holdings LLC**, a Florida limited liability company ("GF Holdings"), hereby adopt the following Plan of Merger to effect the merger of Regent with and into GF Holdings (the "Merger").

(a) The names of the merging entities are Regent Place Holdings, Inc., and GF Holdings LLC.

(b) The surviving entity shall be GF Holdings.

(c) On the effective date of the Merger, Regent shall merge with and into GF Holdings. The separate existence of Regent shall cease and GF Holdings shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed, of Regent, without the necessity for any separate transfer. GF Holdings shall thereafter be responsible and liable for all obligations of Regent, and neither the rights of the creditors nor any liens on the property of Regent shall be impaired by the Merger.

(d) On the effective date of the Merger, each issued and outstanding share of the common stock of Regent and all rights to acquire shares of the common stock of Regent shall be cancelled.

(e) The name and business address of the Managing Member of GF Holdings is:

Foreign Financial Services Corp.  
675 Longboat Club Road, #28A  
Longboat Key, Florida 33428

(f) The effective date of the Merger shall be upon filing of articles of merger with the Florida Secretary of State.

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