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HARRISBURG, PENNSYLVANIA

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EFC HOLDINGS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

EVELYN RODRIGUEZ
(Name of person)

EFC HOLDINGS, INC.
(Name of firm/company)

2665 S. BAYSHORE DR., SUITE 1100
(Address)

MIAMI, FL 33133
(City/state and zip code)

For further information concerning this matter, please call:

JAVIER MATTA at (305) 8600116
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 8, 2003

EVELYN RODRIGUEZ
2665 S. BAYSHORE DR., SUITE 1100
MIAMI, FL 33133

SUBJECT: EFC HOLDINGS, INC.
Ref. Number: P99000044100

We have received your document for EFC HOLDINGS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 903A00000967

ARTICLES OF MERGER
Merger Sheet

MERGING:

GROVE PALACE ENTERPRISES, INC., a Florida entity, document
P00000059735

INTO

EFC HOLDINGS, INC., a Florida entity, P99000044100

File date: March 14, 2003

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

(Profit Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.11.05, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EFC Holdings, Inc.	Florida	P99000044100

Second: The name and jurisdiction of merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Grove Palace Enterprises, Inc.	Florida	P00000059735

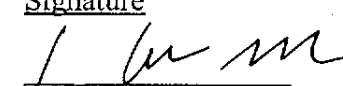
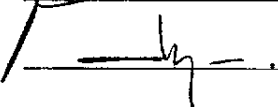
Third: The plan of Merger is attached

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

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on November 30, 2002.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on November 30, 2002.

Seventh: Signatures for each corporation

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
EFC Holdings, Inc.		Guido Albi Marini
Grove Palace Enterprises, Inc.		Evelyn Rodriguez

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SECRETARY OF STATE
ALTA HASSER, FLOIDA

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PLAN OF MERGER

Non Subsidiaries

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
EFC Holdings, Inc.	Florida

Second: The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Grove Palace Enterprises, Inc.	Florida

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

At the effective time of the merger, the Articles of incorporation and the By-laws of the surviving corporation shall be and remain the Articles of Incorporation and By- Laws of the surviving corporation until the same shall be altered, amended or repealed.

At the effective time of the merger, the Board of Directors and the Officers of the surviving corporation shall be and remain the Officers and Directors of the surviving corporation, and they shall hold office until their successors are elected and qualified.

At the effective time of the merger, all of the outstanding stock of the merging corporation shall be deemed converted into shares of common stock of the surviving corporation and returned and cancelled, and no shares of stock of the surviving corporation shall be issued with respect thereto.

At the effective time of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall continue and be governed by the laws of the State of Florida, with its identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities unaffected and unimpaired by the merger. The corporate franchises, existence and rights of the merging corporation shall be merged into and fully vested in the surviving corporation. The surviving corporation shall possess all the rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, as well as of a public as of a private nature, and all debts due the merging corporation on whatever accounts, and other chooses in action belonging to them shall be taken and deemed to be transferred to and vested in the surviving corporation, and shall thereafter be effectively the property of the surviving corporation. The title to any property real, personal or mixed, wherever situated, and the ownership of

any right or privilege vested in the merging corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the merger, but shall vest in the surviving corporation. All rights of creditors and all liens upon the property of the merging corporation shall be preserved unimpaired, limited to the property affected by such liens at the effective time of the merger. All debts, contracts, liabilities, obligations and duties of the merging corporation shall attach to the surviving corporation, and may be enforced against it to the same extent as if they had been incurred or contracted by it.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The surviving corporation and merging corporation are owned by the same sole shareholder. Accordingly, no additional shares of the surviving corporation need be or shall be issued to said shareholder.