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MERGER OR SHARE EXCHANGE

BERAJA INVESTMENTS, LTD.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BERAJA INVESTMENTS, L.C. A FLORIDA ENTITY

INTO

BERAJA INVESTMENTS, LTD., a Florida entity, A01000000247

File date: April 9, 2001

Corporate Specialist: Agnes Lunt

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 9, 2001

BERAJA INVESTMENTS, LTD.
2550 DOUGLAS ROAD, FIRST FLOOR
CORAL GABLES, FL 33134-6126

SUBJECT: BERAJA INVESTMENTS, LTD.
REF: A01000000247

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**ARTICLES OF MERGER
OF
BERAJA INVESTMENTS, L.C.
INTO
BERAJA INVESTMENTS, LTD.**

Pursuant to the provisions of Sections 608.4382 and 620.203 of the Florida Statutes, Beraja Investments, L.C., a Florida limited liability company (the "Constituent Entity") and Beraja Investments, Ltd., a Florida limited partnership (the "Surviving Entity") adopt the following Articles of Merger for the purpose of merging the Constituent Entity into the Surviving Entity.

First: The exact name, street address of its principal office, jurisdiction and entity type for the Constituent Entity is:

Beraja Investments, L.C. **200431**
2295 South Miami Avenue
Miami, FL 33129
Jurisdiction: Florida
Entity type: limited liability company

Second: The exact name, street address of its principal office, jurisdiction and entity type for the Surviving Entity is:

Beraja Investments, Ltd.
2250 Douglas Road
First Floor
Coral Gables, FL 33134-6126
Jurisdiction: Florida
Entity type: limited partnership

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The Plan of Merger was adopted by the Board of Managers and the Members of the Constituent Entity and by the partners of the Surviving Entity by unanimously in accordance with the applicable provisions of Chapters 608 and 620, respectively, as of March 15, 2001.

Fifth: The effective date of these Articles of Merger shall be April 15, 2001.

Sixth: The merger is permitted under the laws of the State of Florida and is not prohibited by the Agreement of Limited Partnership of the Surviving Entity or the Articles of Organization of the Constituent Entity.

Seventh: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 3rd day of April, 2001.

Beraja Investments, L.C.

By: 
Roberto Beraja, Pres./Director

Beraja Investments, Ltd.

By: Beraja Investments, Inc., a
Florida corporation, the sole general
partner

By: 
Roberto Beraja, President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 3rd day of April, 2001, between Beraja Investments, L.C., a Florida limited liability company (the "Constituent Entity") and Beraja Investments, Ltd., a Florida limited partnership (the "Surviving Entity").

The Constituent Entity has issued and outstanding 1306 membership interests (the "Constituent Entity's Membership Interests").

The Surviving Entity has ownership interests are held as follows:

1. 1% of the ownership interests is held by the general partner of the Surviving Entity
2. 99% of the ownership interests are held by the limited partners of the Surviving Entity.

The Constituent Entity and the Surviving Entity desire to effect the statutory merger of the Constituent Entity with and into the Surviving Entity, with the Surviving Entity to survive such merger.

1. Parties to the Merger. The Constituent Entity and the Surviving Entity shall be parties to the merger (the "Merger") of the Constituent Entity with and into the Surviving Entity.

2. Terms and Conditions of Merger. The Constituent Entity shall, pursuant to the provisions of Chapters 608 and 620 of the Florida Statutes, be merged with and into the Surviving Entity, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in Section 7) (the "Effective Date"), the existence of the Constituent Entity shall cease. On the Effective Date, the Surviving Entity shall assume the obligations of the Constituent Entity.

3. Capital Stock; Conversion of Membership Interests. Upon the Effective Date, the Constituent Entity's Membership Interests presently issued and outstanding shall be cancelled. Also upon the Effective Date, the members of the Constituent Entity owning 31.09% of the Constituent Entity immediately prior to the Effective Date, shall each have a 27.08% limited partner interest in the Surviving Entity immediately after the merger, and the owners of the Constituent Entity owning 3.365% of the Constituent Entity shall each have a 9.37825% limited partner interest in the Surviving Entity immediately after the merger.

4. Certificate of Limited Partnership of the Surviving Entity. The Certificate of Limited Partnership of the Surviving Entity in effect as of the Effective Date, shall remain the Certificate of Limited Partnership of the Surviving Entity and continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Agreement of Limited Partnership. That certain Agreement of Partnership of the Surviving Entity dated as of February 20, 2001 (the "Limited Partnership Agreement") shall, as

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of the Effective Date, remain the Agreement of Partnership of the Surviving Entity and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

6. General Partner. The sole general partner of the Surviving Entity is Beraja Investments, Inc., a Florida corporation and, on the Effective Date shall continue to be the sole general partner of the Surviving Entity, until one or more additional general partners are admitted to the Surviving Entity, it is removed as the general partner pursuant to the terms of the Limited Partnership Agreement and Florida law, or changes are otherwise made by the Limited Partnership in accordance with the Limited Partnership Agreement and Florida law.

7. Effective Date. The Merger shall become effective on April 15, 2001 (the "Effective Date").

8. Amendment of Plan of Merger. The Members of the Constituent Entity and the Partners of the Surviving Entity are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to the provisions of applicable law.

Beraja Investments, L.C., a Florida
limited liability company

By: 
Roberto Beraja, Pres./Director

Beraja Investments, Ltd., a Florida
limited partnership

By: Beraja Investments, Inc., a
Florida corporation, as the sole
general partner

By: 
Roberto Beraja, President

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