

L04000041619

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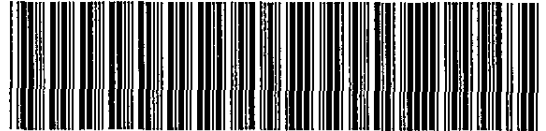
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 868810 7181999

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 90.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 31, 2004

ORDER TIME : 10:32 AM

ORDER NO. : 868810-005

CUSTOMER NO: 7181999

CUSTOMER: J. Reid Bingham, Esq.
Genovese Joblove & Battista,
36th Floor
100 Se 2nd Street
Miami, FL 33131

ARTICLES OF MERGER

SGH SERVICES INC..

INTO

SGH SERVICES ACQUISITION LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Susie.Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1108 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. SGH Services Inc. c/o Stewart G. Harris 7478 Dublin Drive Boca Raton Florida 33433	Florida	Corporation
Florida Document/Registration Number: P98000094218		FEI Number: 650879759
2. SGH Services Acquisition LLC c/o Stewart G. Harris 7478 Dublin Drive Boca Raton Florida 33433	Florida	Limited Liability Company
Florida Document/Registration Number: L04000041619		FEI Number: Applied For

SECOND: The exact name (to be changed as follows upon the filing of these Articles of Merger), street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SGH Services LLC c/o Stewart G. Harris 7478 Dublin Drive Boca Raton Florida 33433	Florida	Limited Liability Company
Florida Document/Registration Number: L04000041619		FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

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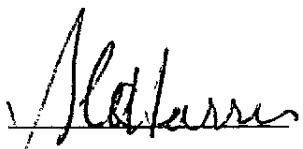
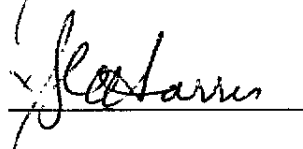
FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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

SIXTH: Upon the filing of these Articles of Merger, the Articles of Organization of SGH Services Acquisition LLC shall be amended to change the name of the limited liability company to "SGH Services LLC."

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE FOR EACH PARTY:

Name of Entity	Signature	Name of Individual
SGH Services Inc.		Stewart G. Harris, President
SGH Services Acquisition LLC		Stewart G. Harris as Trustee of The Stewart G. Harris Trust dated 12/9/98, Member

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, Florida Statutes, and is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SGH Services Inc.	Florida
SGH Services Acquisition LLC	Florida

SECOND: The exact name (to be changed as follows upon the filing of Articles of Merger) and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SGH Services LLC	Florida

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

Upon filing the Articles of Merger, SGH Services Inc. shall be merged with and into SGH Services Acquisition LLC, which shall thereupon operate under the name of SGH Services LLC, and all of the rights, property and liabilities of SGH Services Inc. shall become the rights, property and liabilities of SGH Services LLC.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of stock of SGH Services Inc. shall be converted into a Participating Unit of SGH Services LLC. There are no rights to acquire interests, shares, obligations or other securities of SGH Services Inc.

FIFTH: If a limited liability company is the surviving entity, the names and addresses of the managing members are as follows:

The Stewart G. Harris Trust
dated 12/9/98
7478 Dublin Drive
Boca Raton Florida 33433

Jerome A. Harris
3503 Vantage Lane
Glenview, Illinois 60025