

Jun. 16, 2006 1:02PM
Division of Corporations

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MERGER OR SHARE EXCHANGE

ALICAN, LLC

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Articles of Merger

The following Articles of Merger are submitted to merge the following Florida Profit corporation and Florida limited liability company in accordance with s. 607.1109, Florida Statutes.

FIRST: The exact name, entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ALICAN, INC.	FLORIDA	PROFIT CORPORATION 946-27756

SECOND: The exact name, entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ALICAN, LLC	FLORIDA	LIMITED LIABILITY COMPANY 46-12233

THIRD: The attached Plan of Merger was approved by the domestic corporation and the domestic limited liability company that are a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The effective date of the merger is June 16, 2006.

FIFTH: Signatures for Each Party:

Name of Entity:

Signature(s):

ALICAN, INC.

ALICAN, LLC

Typed or Printed
Name of Individual:

ANDRES B. FANJUL, PRESIDENT

ANDRES B. FANJUL, MEMBER
AND MANAGERDated this 16th day of June, 2006.FILED
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EFFECTIVE DATE

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PLAN OF MERGER**FIRST:** The exact name, entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ALICAN, INC.	FLORIDA	PROFIT CORPORATION

SECOND: The exact name, entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ALICAN, LLC	FLORIDA	LIMITED LIABILITY COMPANY

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

On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal, tangible and intangible, of the merging party, without the necessity of any separate transfer. The surviving party shall be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of creditors nor any liens on the property of the merging party shall be impaired by the merger.

FOURTH:

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

Each share of \$1.00 par value common stock of the merging party issued and outstanding on the effective date of the merger shall be converted into one member unit of the surviving party. The conversion shall be effected by the holder of a certificate representing shares of \$1.00 par value common stock of the merging party surrendering said certificate to the surviving party and the surviving party issuing a membership certificate to said holder for any equal number of member units in the surviving party.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of the merging party into the rights to acquire the interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property is as follows:

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Any right to acquire the interests, shares, obligations or other securities of the merging party shall be converted into an equal right to acquire the interests, shares, obligations or other securities of the surviving party. The conversion shall be effected by the holder of a right to acquire delivering evidence of such right to the surviving party and the surviving party shall issue evidence acknowledging such right to acquire interests, shares, obligations or other securities of the surviving party.

FIFTH: The limited liability company is the survivor and the name and business address of the sole managing member is as follows:

Andres B. Fanjul, sole Managing Member
One North Clematis Street, Suite 200
West Palm Beach, Florida 33401

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