

DEC. -09' 02 (MON) 13:36

RAFFERTY, GUTIERREZ & SANCHEZ ABALLI

TEL: 305 373 2735

P. 001/005

Division of Corporations

A01000000671

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

TRIGEANT, LTD.

Certificate of Status	0
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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger on September 30, 2002, in accordance with section 620.202, is being submitted in accordance with section 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
TRIGEANT TERMINALS, LTD.	Florida
TRIGEANT, LTD.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TRIGEANT, LTD.	Florida

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

TRIGEANT TERMINALS, LTD. will merge into TRIGEANT, LTD. with the assets of TRIGEANT TERMINALS, LTD. being reported in the accounts of TRIGEANT, LTD. at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surpluses of both entities being the stated capital, capital surplus and earned surplus of TRIGEANT, LTD. TRIGEANT, LTD. will assume all of the liabilities of TRIGEANT TERMINALS, LTD.

**FOURTH:**

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

The sole limited partner of TRIGEANT, LTD. is also the sole limited partner of TRIGEANT TERMINALS, LTD. It will surrender its interest in TRIGEANT TERMINALS, LTD. and will become the sole limited partner of the combined and surviving entity, TRIGEANT, LTD.

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P. 003/005

H020002350609

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

There are no such rights

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name and Street Address of General Partner

Florida Document Registration Number

TRIGEANT, LLC  
3020 N. Military Trail, Suite 100  
Boca Raton, Florida 33431

L01000004945

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**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Not applicable

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable

**EIGHTH:** other provisions, if any relating to the merger:

None

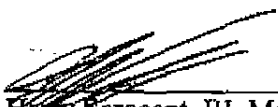
TRIGEANT TERMINALS, LTD.

TRIGEANT, LTD.

TRIGEANT TERMINALS, LLC  
Its Sole General Partner

TRIGEANT, LLC  
Its Sole General Partner

By:   
Harry Sargeant, III, Manager

By:   
Harry Sargeant, III, Manager

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DEC. -09' 02 (MON) 13:37

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P. 004/005

H020002350609

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. TRIGEANT TERMINALS, LTD. 3020 N. Military Trail Suite 100 Miami, FL 33431	Florida	Limited Partnership
Florida Document/Registration Number:	A01000000828	FEI Number: 65-11142037
2. TRIGEANT, LTD. 3020 N. Military Trail Suite 100 Miami, FL 33431	Florida	Limited Partnership
Florida Document/Registration Number:	A01000000671	FEI Number: 65-1112037

**SECOND:** The exact name, street addresses of its principal office, jurisdiction, and entity type for each surviving party are as follows:

TRIGEANT, LTD. 3020 N. Military Trail Suite 100 Miami, FL 33431	Florida	Limited Partnership
Florida Document/Registration Number:	A01000000671	FEI Number: 65-1112037

**THIRD:** The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity (ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each

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DEC. -09' 02 (MON) 13:37

RAFFERTY, GUTIERREZ&SANCHEZABALLI

TEL: 305 373 2735

P. 005/005

H02000235609

domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and 608.4834, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.



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

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
TRIGEANT TERMINALS, LTD.		<u>Harry Sargeant, III</u>
TRIGEANT, LTD.		<u>Harry Sargeant, III</u>

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRIGEANT TERMINALS, LTD. , a Florida entity A01000000828

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INTO

**TRIGEANT, LTD.**, a Florida entity, A01000000671

File date: December 9, 2002

Corporate Specialist: Tammi Cline