

A940000001685

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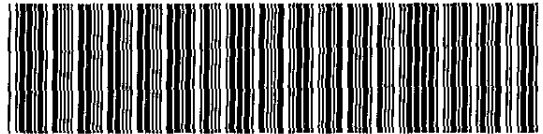
Certificates of Status

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11/08/02--01011--001 **105.00

11/08/02--01011--002 **2.50

FILED
TALLAHASSEE FLORIDA

02 NOV -7 PM 2:34

FILED



ACCOUNT NO. : 072100000032

REFERENCE : 812333 9081A

AUTHORIZATION : —

COST LIMIT : \$ PREPAID

ORDER DATE : November 7, 2002

ORDER TIME : 4:04 PM

ORDER NO. : 812333-010

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
Maclean & Ema
2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

ARTICLES OF MERGER

SOLOMON FAMILY, LTD.

INTO

SOLOMON PARTNERS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOLOMON FAMILY, LTD., A94000001685, A FLORIDA LIMITED
PARTNERSHIP

,

INTO

SOLOMON PARTNERS, LLC. entity not qualified in Florida

File date: November 7, 2002

Corporate Specialist: Michelle Hodges

794-1085

**ARTICLES OF MERGER OF
SOLOMON FAMILY, LTD., a Florida Limited Partnership
INTO
SOLOMON PARTNERS, LLC, a Nevada Limited Liability Company**

Pursuant to Florida Statutes Section 620.203 and Nevada Revised Statutes Chapter 92A, the limited partnership and limited liability company described herein, desiring to effect a merger, set forth the following facts:

(A) The name of the limited liability company surviving the merger is SOLOMON PARTNERS, LLC, a Limited Liability Company, registered under the laws of the State of Nevada on October 14, 2002.

(B) The name of the non-surviving limited partnership is SOLOMON FAMILY, LTD., a Florida Limited Partnership, registered under the laws of the State of Florida on January 3, 1997.

(C) The name of the surviving entity has not been changed as a result of the merger.

(D) The Plan of Merger, containing the information required by Florida Statutes Section 620.202 and Nevada Revised Statutes Chapter 92A, and which has been adopted by the unanimous consent of the general and limited partners of SOLOMON FAMILY, LTD. and the managing and non-managing members of SOLOMON PARTNERS, LLC, is set forth in Exhibit A, which is attached hereto and made a part hereof.

(E) The effective date of the merger shall be the date of filing of the Articles of Merger with the State of Florida.

(F) The mailing and principal office address of the surviving entity, SOLOMON PARTNERS, LLC, is C/O Pat Boyle, 2390 High Terrace, Reno, Washoe County, Nevada 89509. Pat Boyle shall continue to serve as its agent for service of process under the laws of the State of Nevada. Additional mailing addresses of the Limited Liability Company are C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062; C/O David Solomon, 4 Horizon Road, Sharon Massachusetts 02067-2764; and C/O Lee Ann Solomon, 300 East 57th Street, Apt. 3E, New York, New York 10022. The business addresses of the Limited Liability Company are C/O David Solomon, 4 Horizon Road, Sharon Massachusetts 02067-2764 and C/O Lee Ann Solomon, 300 East 57th Street, Apt. 3E, New York, New York 10022.

(G) The address of the non-surviving entity, SOLOMON FAMILY, LTD., is C/O Laura MacLean, MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

(H) The Secretary of the State of Florida is hereby designated as the resident agent for SOLOMON FAMILY, LTD.

(I) There are no dissenting partners to the merger.

02 NOV -7 PM 2:34
STATE
TALLAHASSEE FLORIDA

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Dated this 4th day of November, 2002.

SOLOMON FAMILY, LTD.,

General Partners:

David Solomon
David A. Solomon

Lee Ann Solomon
Lee Ann Solomon

Limited Partners:

David Solomon
David Solomon

Lee Ann Solomon
Lee Ann Solomon

SOLOMON PARTNERS, LLC

Managing Members:

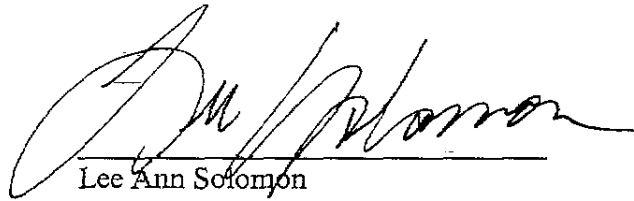
David Solomon
David Solomon

Lee Ann Solomon
Lee Ann Solomon

Non-Managing Members:

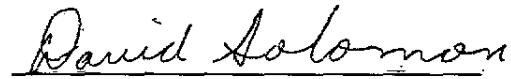
David Solomon
David Solomon

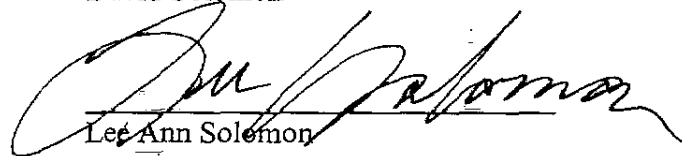
Lee Ann Solomon
Lee Ann Solomon


Lee Ann Solomon

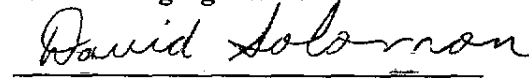
SOLOMON PARTNERS, LLC

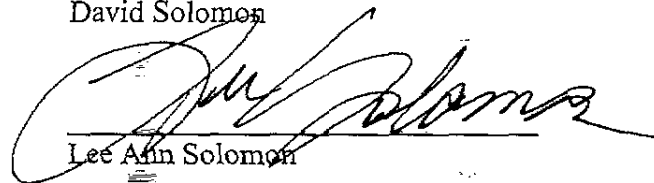
Managing Members:


David Solomon


Lee Ann Solomon

Non-Managing Members:


David Solomon


Lee Ann Solomon

PLAN OF MERGER OF
SOLOMON FAMILY, LTD., a Florida Limited Partnership
INTO
SOLOMON PARTNERS, LLC, a Nevada Limited Liability Company

Through the undersigned signatures of the all of the general and limited partners of Solomon Family Ltd. and all of the managing and non-managing members of Solomon Partners, LLC and in accordance with Florida Statutes Section 620.201 and Nevada Revised Statutes Chapter 92A, the following plan of merger is unanimously adopted with full waiver of any notice required under Florida and Nevada law:

(A) The name of the non-surviving limited partnership is SOLOMON FAMILY, LTD., a Florida Limited Partnership, whose mailing and business address is C/O Laura G. MacLean, MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Broward County, Florida 33062.

(B) The name of the surviving limited liability company into which the non-surviving limited partnership shall be merged is SOLOMON PARTNERS, LLC, a Nevada Limited Liability Company, whose mailing and principal office address is C/O Pat Boyle, 2390 High Terrace, Reno, Washoe County, Nevada 89509. Additional mailing addresses of the Limited Liability Company are C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062; C/O David Solomon, 4 Horizon Road, Sharon Massachusetts 02067-2764; and C/O Lee Ann Solomon, 300 East 57th Street, Apt. 3E, New York, New York 10022. The business addresses of the Limited Liability Company are C/O David Solomon, 4 Horizon Road, Sharon Massachusetts 02067-2764 and C/O Lee Ann Solomon, 300 East 57th Street, Apt. 3E, New York, New York 10022.

(C) The terms and conditions of the merger are as follows:

(1) Solomon Family, Ltd. shall dissolve and terminate as of November 1, 2002.

(2) Solomon Family, Ltd. shall pay all of its debts and expenses of the limited partnership and transfer all of its remaining property to Solomon Partners, LLC, on or before November 31, 2002. The amount of contributions to Solomon Partners, LLC, made by Solomon Family, Ltd. which shall consist solely of securities and cash shall be valued as of the close of business on the date the transfer occurs based upon a valuation statement prepared by Charles Schwab, Inc. which shall also list individually the holdings assumed by the surviving entity.

(3) David A. Solomon (a/k/a David Solomon) and Lee Ann Solomon, who serve as the general partners of Solomon Family, Ltd., the non-surviving entity, shall transfer their 1% combined general partnership interest and underlying assets in the entity to Solomon Partners, LLC, the surviving entity, as their respective capital contributions to the surviving entity and shall cease to serve as general partners. The remaining partners of Solomon Family, Ltd. shall also consent to the transfer of their respective ownership interests and underlying assets to Solomon Partners, LLC, the surviving entity. Upon completion of the transfers, Solomon Family,

Ltd., the non-surviving entity, shall cease to perform any further business, file all required final tax returns and file any other documentation required by the State of Florida to terminate the limited partnership.

(4) Upon completion of the transfers, the managing members of Solomon Partners, LLC, the surviving entity, shall assume full management and control of the transferred property of Solomon Family, Ltd.

(D) The managing and non-managing member ownership interests in Solomon Partners, LLC, the surviving entity, are identical in substance (except that in some cases title is held in the owners' revocable trust agreements) to that of Solomon Family, Ltd., the non-surviving entity. Thus, the interests of Solomon Family, Ltd. shall be converted into the interests of Solomon Partners, LLC, on a pro-rata basis. The general partners of Solomon Family, Ltd. shall cease to serve as general partners and David Solomon and Lee Ann Solomon shall be the managing members and shall assume all rights and duties as managing members of the surviving entity.

(E) The name and business addresses of the managing members of Solomon Partners, LLC, the surviving entity are as follows:

David Solomon, 4 Horizons Road, Sharon, MA 02067-2764

Lee Ann Solomon, 300 East 57th Street, Apt. 3E, New York, NY 10022.

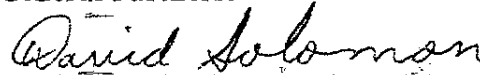
(F) The merger shall be effective on the date of filing of the Articles of Merger with the State of Florida.

On Motion duly made, seconded, and unanimously agreed, the plan of merger is hereby adopted.

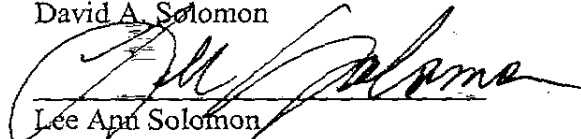
Dated this 4th day of November, 2002.

SOLOMON FAMILY, LTD.,

General Partners:



David A. Solomon

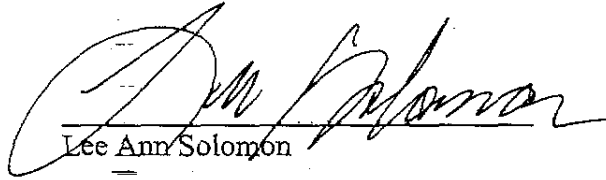


Lee Ann Solomon

Limited Partners:

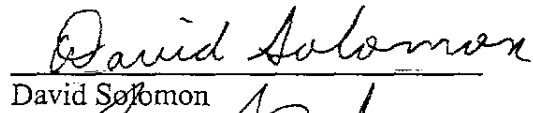


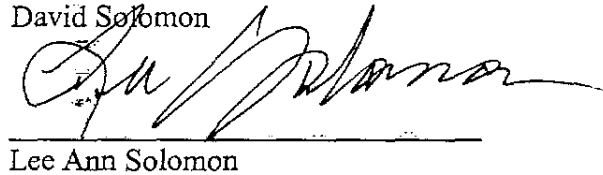
David Solomon


Lee Ann Solomon

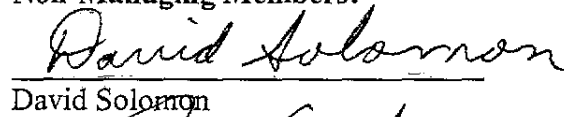
SOLOMON PARTNERS, LLC

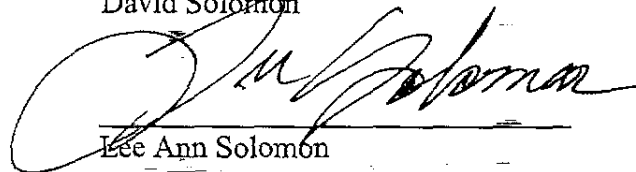
Managing Members:


David Solomon


Lee Ann Solomon

Non-Managing Members:


David Solomon


Lee Ann Solomon