

A99 000001817

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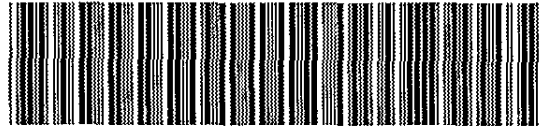
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FILING Merger

1.) Gamm Investments, LTD.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS _____

\$105.

**ARTICLES OF MERGER
OF
GAMM INVESTMENTS, LTD.
(FLORIDA)
INTO
GAMM INVESTMENTS, LP
(NEVADA)**

A99-181

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Under Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986).

1. The name of the surviving limited partnership is GAMM Investments, LP, a Nevada limited partnership ("GAMMNV"), and the name of the domestic limited partnership being merged into the surviving foreign limited partnership is GAMM Investments, Ltd, a Florida limited partnership ("GAMMFL"). The Florida Document/Registration number for GAMMFL is A99000001817 and the FEI number for GAMMFL is 650967968. The Employer Identification Number for GAMMNV has been applied for and has not been received as of the date of filing of these Articles of Merger.

2. The name and address of GAMMNV, the surviving foreign limited partnership, is 1000 East William Street, Suite 204 Carson City, Nevada 89701.

3. The attached Agreement and Plan of Merger has been approved, adopted, executed and acknowledged by GAMMNV, the surviving limited liability company, in accordance with the NRS 92A.140 of the Nevada Statutes and by GAMMNV in accordance with Section 620.202 of the Florida Revised Uniform Limited Partnership Act (1986).

4. The surviving foreign limited partnership, GAMMNV, 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 partners of each limited partnership that is a party to the merger.

5. The surviving foreign limited liability company agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under the Florida Revised Uniform Limited Partnership Act (1986).

6. The foreign surviving entity, GAMMNV, has obtained the written consent of each shareholder, that as a result of the merger is now a general partner of the surviving entity pursuant to Section 622.202 of the Florida Statutes.

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

8. This merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Certificate of Limited Partnership or Agreement of Limited Partnership of GAMMNV or the Certificate of Limited Partnership or Agreement of Limited Partnership of GAMMFL.

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

IN WITNESS WHEREOF, the parties hereto have executed this instrument effective as of 23 December 2002

GAMM INVESTMENTS, Ltd., a Florida limited partnership

By: GAMM Investments, Inc. a Florida corporation

Its: General Partner

By: _____
Miguel B. Fernandez, President

GAMM INVESTMENTS, LP, a Nevada limited partnership

By: GAMM Investments, Inc., a Nevada corporation

Its: General Partner

By: _____
Miguel B. Fernandez, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**AGREEMENT AND PLAN OF MERGER
OF
GAMM INVESTMENTS, LTD. (FLORIDA)
INTO
GAMM INVESTMENTS, LP (NEVADA)**

This Agreement and Plan of Merger is made as of the 3 day of December, 2000, by and between GAMM Investments, Ltd. (Florida) ("GAMMFL"), a limited partnership organized and validly existing under the laws of Florida, and GAMM Investments, LP (Nevada) ("GAMMNV"), a limited partnership organized and validly existing under the laws of Nevada which was adopted and approved by each party to the merger in accordance with Sections 620.201 and 620.202 of the Florida Statutes.

DECEMBER 27 PM 3:06
 THE CLERK OF STATE
 TALLAHASSEE, FLORIDA

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WITNESSETH:

WHEREAS, GAMMFL and GAMMNV desire to merge;

NOW THEREFORE, in consideration of the premises and the mutual representations, covenants and agreements herein contained, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. **MERGER:** GAMMFL shall, pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended and the Nevada Uniform Limited Partnership Act, merge into GAMMNV, as of the Effective Date, as hereinafter defined. The surviving entity shall be GAMMNV, and GAMMFL shall cease to exist as a separate entity.
2. **CERTIFICATE OF LIMITED PARTNERSHIP:** Upon the Effective Date, the Certificate of Limited Partnership and governing documents of GAMMNV as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Certificate of Limited Partnership and governing documents of GAMMNV, until such documents, or either of them, shall be altered or amended in accordance with the provisions thereof or as provided by law. There will be no changes in such documents of GAMMNV effected by or at the time of the merger.
3. **CONVERSION OF PARTNERSHIP INTERESTS:** Each partnership interest in GAMMNV, whether general or limited, shall convert into an identical partnership interest in GAMMNV on or immediately following the Effective Date. After the merger, the partnership interests in GAMMNV shall be held as follows:

<u>GENERAL PARTNER</u>	<u>PERCENTAGE INTEREST</u>
GAMM INVESTMENTS, INC.	1.0%
<u>LIMITED PARTNER</u>	<u>PERCENTAGE INTEREST</u>
MIGUEL B. FERNANDEZ IRREVOCABLE TRUST U/A/D March 9, 1999	99.0%

4. **ASSETS AND LIABILITIES OF GAMMFL:** As of the Effective Date, all of the rights, privileges, powers and franchises and all property and assets of every kind and description of GAMMFL shall be vested in and be enjoyed by GAMMNV, without further act or deed, and all the assets and interests of every kind of GAMMFL, including all debts owed to it of whatever kind, shall be the property of GAMMNV. All rights of creditors and all liens upon any property of either shall be preserved unimpaired, and all debts, liabilities and obligations of GAMMFL shall attach to GAMMNV and may be enforced against it to the same extent as if such debts, liabilities and obligations had been incurred or contracted originally by it.

5. **FURTHER DOCUMENTATION:** To the extent permitted by law, from time to time, as and when requested by GAMMNV or by its successors or assigns, GAMMFL shall execute and deliver or cause to be executed and delivered all such deeds and instruments and take or cause to be taken all other actions which GAMMNV may deem necessary or desirable in order that title to, and possession of, all property of GAMMFL acquired or to be acquired by reason of or as a result of the merger herein provided for may be vested in GAMMFL.

6. **EFFECTIVE DATE:** The Effective Date shall be the date of filing the Certificate of Merger. This Agreement and Plan of Merger has been approved by all of the general and limited partners of GAMMFL and GAMMNV.

7. **USAGE:** Any term used in the singular or plural, or masculine, feminine or neuter form shall be singular or plural, and masculine, feminine or neuter as proper reading requires.

IN WITNESS WHEREOF, undersigned have executed this Agreement and Plan of Merger as of the 23 day of December 2002

GAMM INVESTMENTS, LTD. (FLORIDA)
By: GAMM Investments, Inc. (Florida)
Its: General Partner

By: _____
Miguel B. Fernandez, President

GAMM INVESTMENTS, LP (NEVADA)
By: GAMM Investments, Inc. (Nevada)
Its: General Partner

By: _____
Miguel B. Fernandez, President

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CLERK OF DISTRICT COURT
ALABAMA
MONTGOMERY

ARTICLES OF MERGER
Merger Sheet

MERGING:

GAMM INVESTMENTS, LTD., a Florida entity, A99000001817
,

INTO

GAMM INVESTMENTS, LP, entity not qualified in Florida.

File date: December 27, 2002

Corporate Specialist: Tammi Cline