

Division of Corporations

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# F42322

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

**TRIDENT PROPERTIES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Merger  
08/12/04  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
between  
**TRIDENT PROPERTIES, INC. and SABGA MANAGEMENT, INC.**  
into  
**TRIDENT PROPERTIES, INC.**

These Articles of Merger are submitted in accordance with section 607.1105, Florida Statutes as follows:

TRIDENT PROPERTIES, INC. a Florida corporation and SABGA MANAGEMENT, INC., a Florida corporation agree merge into TRIDENT PROPERTIES, INC.

1. TRIDENT PROPERTIES, INC. a Florida corporation ("TRIDENT") and SABGA MANAGEMENT, INC., a Florida corporation ("SABGA") agree merge into TRIDENT PROPERTIES, INC.

2. The Plan of Merger ("Plan") was unanimously adopted and approved by the stockholders and directors of TRIDENT and SABGA on the 6 day of August, 2004. A copy of the Plan is attached and made a part hereof.

3. After the merger, TRIDENT PROPERTIES, INC. shall survive and it shall retain the same address, Florida Document Number and Federal Identification Number.

4. The Plan meets the requirements of section 607.1101, Florida.

5. The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation or By-laws of SABGA MANAGEMENT, INC. and TRIDENT PROPERTIES, INC.

6. The merger shall become effective as of the date of filing with the Florida Secretary of State.

TRIDENT PROPERTIES, INC.

SABGA MANAGEMENT, INC.

by: [Signature]  
ASSAD SABGA, President  
August 6, 2004

by: [Signature]  
ASSAD SABGA, President  
August 6, 2004

Stuart A. Rader, Esq.  
2101 NW Boca Raton Blvd.  
Boca Raton, FL 33431  
561-368-0545/fax: 561-367-1725  
FL Bar No: 352047

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**PLAN OF MERGER**  
between  
**TRIDENT PROPERTIES, INC. and SABGA MANAGEMENT, INC.**  
into  
**TRIDENT PROPERTIES, INC.**

1. TRIDENT PROPERTIES, INC., a Florida corporation and SABGA MANAGEMENT, INC., a Florida corporation plan to merge.
2. TRIDENT PROPERTIES, INC., a Florida shall be the surviving entity.
3. TRIDENT PROPERTIES, INC. shall assume all rights, assets, liabilities and obligations of SABGA MANAGEMENT, INC.
4. All shares of stock of SABGA MANAGEMENT, INC. shall be exchanged for a like number of shares in TRIDENT PROPERTIES, INC. To the extent that there exist any rights to SABGA MANAGEMENT, INC. stockholders to acquire additional stock in TRIDENT PROPERTIES, INC., then each such right shall be based upon a conversion ratio of 1:1.
5. This Plan of Merger complies with applicable Florida law.
6. The effective date of the merger shall be the date of filing of the Articles of Merger with the Florida Secretary of State.

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**Joint Special Corporate Action by  
Sole Stockholders and Director of  
Trident Properties, Inc.**

**THE SOLE STOCKHOLDER AND DIRECTOR OF TRIDENT PROPERTIES, INC.,**  
a corporation organized and existing under the laws of the State of Florida, does hereby unanimously agree, consent to, adopt and order the following corporate action:

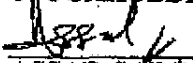
1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirements that notice of such meeting be given.
2. The Plan Of Merger between the corporation and SABGA MANAGEMENT, INC., a Florida corporation, a copy of which is attached hereto is approved.
3. The officers of the corporation shall take such steps as are necessary to implement the Plan of Merger.
4. The action contained herein shall be effective as of this 6 day of August, 2004.

The Stockholder and Director have executed the foregoing Special Corporate Action for the purpose of giving their consent thereto.

DIRECTOR

  
ASSAD SABGA

STOCKHOLDER

  
ASSAD SABGA

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**JOINT SPECIAL CORPORATE ACTION BY  
SOLE STOCKHOLDERS AND DIRECTOR OF  
SABGA MANAGEMENT, INC.**

**THE SOLE STOCKHOLDER AND DIRECTOR OF SABGA MANAGEMENT, INC.,**  
a corporation organized and existing under the laws of the State of Florida, does hereby unanimously agree, consent to, adopt and order the following corporate action:

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirements that notice of such meeting be given.
2. The Plan Of Merger between the corporation and Trident Properties, Inc., a Florida corporation, a copy of which is attached hereto is approved.
3. The officers of the corporation shall take such steps as are necessary to implement the Plan of Merger.
4. The action contained herein shall be effective as of this 6th day of August, 2004.

The Stockholder and Director have executed the foregoing Special Corporate Action for the purpose of giving their consent thereto.

DIRECTOR

  
ASSAD SABGA

STOCKHOLDER

  
ASSAD SABGA

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