

CT CORPORATION SYSTEM

K13893

CORPORATION(S) NAME

Auravest Holdings, Inc.

Merge: Auravest Technologies, Inc.

FILED  
2001 JUN 13 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED  
2001 JUN 13 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TO BE FILED  
SUFFICIENTLY OFFILING

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

6/13/01

Order#: 0

000004417940--6  
-06/13/01--01061--024  
Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

Merger  
CORPUSCULE JUN 13 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AURAVEST TECHNOLOGIES, INC., a Florida corporation, M56003

INTO

**AURAVEST HOLDINGS, INC.**, a Florida entity, K13893.

File date: June 13, 2001

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Auravest Holdings, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Auravest Technologies, Inc.	Florida

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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on June 13, 2001.

**Fifth:** The Plan of Merger was adopted by the sole shareholder of the surviving corporation by Written Consent effective as of June 12, 2001.

**Sixth:** The Plan of Merger was adopted by the sole shareholder of the merging corporation by Written Consent effective as of June 12, 2001.

**Seventh:** Signatures for each corporation.

Name of Corporation

Auravest Holdings, Inc.

Auravest Technologies, Inc.

Signature

Michael H. Gusky, President

Michael H. Gusky, President

## PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101 of the Florida Statutes.

The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Auravest Holdings, Inc.	Florida

The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Auravest Technologies, Inc.	Florida

The terms and conditions of the merger are as follows:

1. The separate existence of Auravest Technologies, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the State of Florida. Auravest Holdings, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Statutes and the Florida Business Corporation Act.
2. At the effective time and date of the merger, the title to all property owned by the merging corporation shall be vested in the surviving corporation without reversion or impairment, and the surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the merging corporation.
3. On the effective date of the merger, (i) each share of Auravest Technologies, Inc. common stock issued and outstanding as of the date thereof will be cancelled without any consideration being paid therefore, and (ii) each share of Auravest Holdings, Inc. common stock outstanding immediately prior to the effective date will continue to represent the outstanding shares of the surviving corporation.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The present articles of incorporation and bylaws of the surviving corporation shall be the articles of incorporation and bylaws of the surviving corporation and will continue in full force and effect after the effective time and date of the merger until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

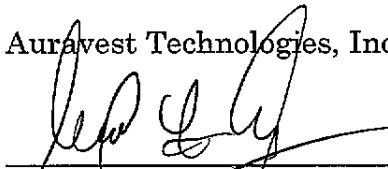
IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger effective as of the 13th day of June, 2001.

Auravest Holdings, Inc.



Michael H. Gusky, President

Auravest Technologies, Inc.



Michael H. Gusky, President

**WRITTEN CONSENT OF SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF  
AURAVEST HOLDINGS, INC.**

The undersigned, constituting all of the shareholders and members of the Board of Directors of Auravest Holdings, Inc., a Florida corporation (the "Company"), hereby adopts the following resolutions and consents to the actions authorized thereby:

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the laws of the State of Florida permit a merger of a Florida corporation with and into another Florida corporation;

WHEREAS, the Sole Director of the Company deems it advisable and in the best interest of the Company and its respective shareholder, that the Company merge with Auravest Technologies, Inc. pursuant to the Florida Statutes;

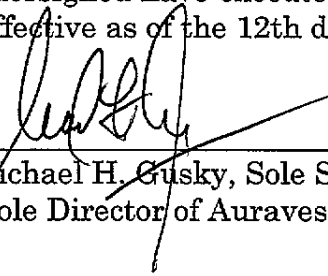
**NOW THEREFORE BE IT:**

RESOLVED, that the Plan of Merger attached hereto for the merger of Auravest Technologies into Auravest Holdings, Inc., a Florida corporation, be and it hereby is approved and ratified; and it is

FURTHER RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized to execute and deliver such documents relating to the Plan of Merger and such amendments, modifications and renewals with respect thereto, as they shall deem necessary and appropriate, such determination to be conclusively evidenced by their execution and delivery thereof; and it is

FURTHER RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and directed to execute and deliver all other documents and to take such further action as they may deem necessary or advisable in order to carry out and perform the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Sole Shareholder and Sole Director effective as of the 12th day of June, 2001.

  
\_\_\_\_\_  
Michael H. Gusky, Sole Shareholder and  
Sole Director of Auravest Holdings, Inc.

**WRITTEN CONSENT OF SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF  
AURAVEST TECHNOLOGIES, INC.**

The undersigned, constituting all of the shareholders and members of the Board of Directors of Auravest Technologies, Inc., a Florida corporation (the "Company"), hereby adopts the following resolutions and consents to the actions authorized thereby:

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the laws of the State of Florida permit a merger of a Florida corporation with and into another Florida corporation;

WHEREAS, the Sole Director of the Company deems it advisable and in the best interest of the Company and its respective shareholder, that the Company merge with and into Auravest Holdings, Inc. pursuant to the Florida Statutes;

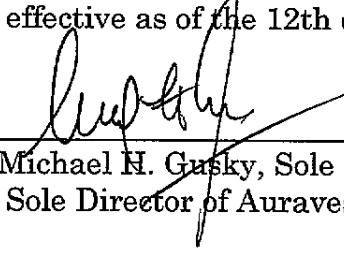
**NOW THEREFORE BE IT:**

RESOLVED, that the Plan of Merger attached hereto for the merger of Auravest Technologies into Auravest Holdings, Inc., a Florida corporation, be and it hereby is approved and ratified; and it is

FURTHER RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized to execute and deliver such documents relating to the Plan of Merger and such amendments, modifications and renewals with respect thereto, as they shall deem necessary and appropriate, such determination to be conclusively evidenced by their execution and delivery thereof; and it is

FURTHER RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and directed to execute and deliver all other documents and to take such further action as they may deem necessary or advisable in order to carry out and perform the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Sole Shareholder and Sole Director effective as of the 12th day of June, 2001.

  
\_\_\_\_\_  
Michael N. Gusky, Sole Shareholder and  
Sole Director of Auravest Technologies, Inc.