

L00000002297

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RE:	Ana Gateway L.C. - Ref: L00000002297 - Fax Aud. # H00000065512 - Letter Number 300A00063389				

TOTAL NO. OF PAGES (INCLUDING THIS ONE): 21

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Please do not hesitate to contact me if you have any questions or require additional information regarding this matter

Very truly yours,

Rahul P. Ranadive

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ANATLANTIC, INC., A FLORIDA ENTITY

into

ANA GATEWAY L.C., a Florida entity L00000002297

File date: December 19, 2000

Corporate Specialist: Gretchen Harvey

12-19-2000 04:38pm From-BAKER & MCKENZIE
187-8013 12/19/00

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T-478 P.002/021 F-217



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2000

ANA GATEWAY L.C.
1875 N.E. 191 STREET, PENTHOUSE 1
DAVENTURA, FL 33180

SUBJECT: ANA GATEWAY L.C.
REF: L00000002297

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

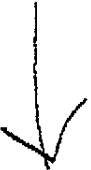
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Florida Department of State Division of Corporations Public Access System Kathleen Harris, Secretary of State

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MERGER OR SHARE EXCHANGE ANA GATEWAY L.C.

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ARTICLES OF MERGER

OF

ANATLANTIC, INC , a Florida corporation

WITH AND INTO

ANA GATEWAY L.C., a Florida limited liability company

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), ANA GATEWAY L.C., a Florida limited liability company submits the following Articles of Merger for filing and certifies that:

1. The names of the entities participating in the merger and the jurisdictions under the laws of which they are respectively organized are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ANATLANTIC, INC. ✓ 799600034771	FLORIDA
ANA GATEWAY L.C. ✓ L00000002297	FLORIDA

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2. The name of the surviving limited liability company is Ana Gateway L.C. ("Surviving Entity") having its principal place of business at 2875 N.W. 191 Street, Aventura, Florida 33180, and such Surviving Entity is, and will, following the merger, continue to be governed by the laws of the State of Florida.

3. That an Agreement and Plan of Reorganization (the "Plan of Reorganization") between Anatlantic, Inc. ("Anatlantic") and Ana Gateway L.C. ("Ana Gateway") has been approved, adopted, certified, executed and acknowledged by each of Anatlantic and Ana Gateway in accordance with the requirements of Section 608.4381 of the Act and Section 607.1101 of the Florida Business Corporation Act.

4. The executed Plan of Reorganization is on file at the principal place of business of the Surviving Entity.

5. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any stockholder of Anatlantic and any member of Ana Gateway.

6. That these Articles of Merger shall be effective as of the acceptance of filing of these Articles of Merger by the Florida Secretary of State (the "Effective Time").

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IN WITNESS WHEREOF, ANA GATEWAY L.C. and ANATLANTIC, INC.
have caused these Articles of Merger to be signed by the undersigned on their behalf as of
this 24 day of October, 2000.

ANA GATEWAY L.C.

By 
Isaac Sredni, Manager

ANATLANTIC, INC.

By: 
Isaac Sredni, President

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AGREEMENT AND PLAN OF MERGER

Anatlantic, Inc., a Florida corporation, and Ana Gateway L.C., a Florida limited liability company enter into this Agreement and Plan of Reorganization as of the 24 day of October, 2000.

RECITAL

WHEREAS, the Board of Directors of Anatlantic, Inc. ("Anatlantic") and the Board of Managers of Ana Gateway L.C. ("Ana Gateway") deem it advisable and in the best interests of said corporation and limited liability company and their respective shareholders and members that Anatlantic merge with and into Ana Gateway.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that Anatlantic shall be merged into Ana Gateway in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "FBCA") and the Florida Limited Liability Company Act, as amended (the "Act") and upon the following terms and conditions:

TERMS

1. Merger. In accordance with the laws and applicable provisions of the laws of the State of Florida, Anatlantic shall merge into and become a part of Ana Gateway ("Surviving Entity"). Upon the effective date of the Merger, the separate corporate existence of Anatlantic shall cease. The effective date for the transaction contemplated hereunder shall be on or about December 15, 2000.

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2. Changes to Articles of Organization. The Articles of Organization of the Surviving Entity shall be the Articles of Organization of Ana Gateway until thereafter amended in accordance with Florida law.

3. Changes to By-Laws. The By-Laws of the Surviving Entity shall be the Limited Liability Company Agreement of Ana Gateway until thereafter amended in accordance with Florida law.

4. Changes to Directors and Officers. The Managers and Officers of the Surviving Entity shall be the current Managers and Officers of Ana Gateway until their successors are duly elected and qualified. Management of the Surviving Entity shall be vested in the sole Manager of Ana Gateway whose name and business address are as follows:

Isaac Sredni
2875 N.E. 191 Street, PH-1
Aventura, FL 33180

5. Representations and Warranties.

(a) Anatlantic represents and warrants as follows:

(1) Organization and Good Standing. Anatlantic is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Reorganization by Anatlantic have been duly and validly authorized and approved by all necessary corporate and shareholder action.

(b) Ana Gateway represents and warrants as follows:

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(1) Organization and Good Standing. Ana Gateway is a limited liability corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Reorganization by Ana Gateway have been duly and validly authorized and approved by all necessary corporate and member action.

6. Effects of Merger. The Merger shall have the effect provided therefore by Florida law. As of the effective date of the Merger, Ana Gateway shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Anatlantic; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Anatlantic, shall be deemed to be transferred to and vested in Ana Gateway without further act or deed, and the title to any property or any interest therein, vested in Ana Gateway, shall not revert to Anatlantic or be in any way impaired by reason of the Merger.

Ana Gateway shall be responsible and liable for all the liabilities and obligations of Anatlantic; and any claims existing by or against Anatlantic may be prosecuted to judgment as if the Merger had not occurred, or Ana Gateway may be substituted in the place of Anatlantic. The rights of any creditors of Ana Gateway shall not be impaired by the Merger. Ana Gateway shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Anatlantic.

7. Share and Loan Conversion. Prior to the Merger, the outstanding voting and nonvoting member interests of Ana Gateway are held by FUND A SHARE OF THE ANA

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LINDA TRUST, a British Virgin Islands trust ("FUND A"), FUND B SHARE OF THE ANA
 LINDA TRUST, a British Virgin Islands trust ("FUND B"), FUND C SHARE OF THE ANA
 LINDA TRUST, a British Virgin Islands trust ("FUND C"), THE MARCO SREDNI TRUST, a
 British Virgin Islands trust ("MST") and ISAAC SREDNI ("SREDNI") in the respective
 amounts and percentages as follows:

<u>Member</u>	<u>Class A Voting Shares</u>	<u>Class A Percentage</u>	<u>Class B Nonvoting Shares</u>	<u>Class B Percentage</u>
Fund A	389	51.87%	600	20%
Fund B	180	24%	0	0%
Fund C	180	24%	0	0%
MST	0	0%	2,400	80%
Sredni	1	0.13%	0	0%
Totals	750	100%	3,000	100%

Upon the effective date of the Merger, all the outstanding shares of stock of Anatlantic shall be
 surrendered and canceled and in exchange, FUND A shall receive 2,600 Class A Voting Shares
 of Ana Gateway, FUND B shall receive 1,200 Class A Voting Shares of Ana Gateway, and
 FUND C shall receive 1,200 Class A Voting Shares of Ana Gateway, reflecting their respective
 share ownership percentages in Anatlantic. Prior to the Merger, FUND A loaned \$400,000 to
 Anatlantic and MST loaned \$1,600,000 to Anatlantic. Upon the effective date of the Merger,
 such loans shall be cancelled and FUND A shall receive 4,000 shares of Class B Nonvoting
 Shares of Ana Gateway and MST shall receive 16,000 shares of Class B Nonvoting Shares.
 Accordingly, after the Merger, the outstanding voting and nonvoting member interests of Ana
 Gateway shall be held by FUND A, FUND B, FUND C, MST and SREDNI in the respective
 amounts and percentages as follows:

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<u>Member</u>	<u>Class A Voting Shares</u>	<u>Class A Percentage</u>	<u>Class B Nonvoting Shares</u>	<u>Class B Percentage</u>
Fund A	2,989	51.98%	4,600	20%
Fund B	1,380	24%	0	0%
Fund C	1,380	24%	0	0%
MST	0	0%	18,400	80%
<u>Sredni</u>	1	0.02%	0	0%
<u>Totals</u>	<u>5,750</u>	<u>100%</u>	<u>23,000</u>	<u>100%</u>

8. Further Assurances. If at any time Ana Gateway shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Ana Gateway the title to any property or rights of Anatlantic or to otherwise carry out the provisions hereof, the proper officers and directors of Anatlantic, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Ana Gateway and to otherwise carry out the provisions hereof.

9. Abandonment or Amendment. At any time prior to the filing of the Agencies of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

10. Approval of the Shareholders and the Board of Directors and of the Members and the Board of Managers. This Agreement and Plan of Reorganization has been approved by, and the execution and delivery thereof authorized by, the Shareholders and the Board of Directors of Anatlantic and by the Members and the Board of Managers of Ana Gateway.

11. Costs. All costs in connection with this Agreement and Plan of Reorganization will be paid by Ana Gateway.

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12. Payment of Dissenters. Pursuant to Sections 607.1301 through 607.1320 of the FBCA and Section 608.4384 of the Act, there are no dissenting shareholders of Anatlantic or dissenting members of Ana Gateway since all of the Shareholders of Anatlantic and all of the Members of Ana Gateway have consented to this Agreement and Plan of Reorganization.

13. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and Plan of Reorganization and the transactions contemplated hereby.

14. Tax Consequences. It is the express intent and purpose of this Agreement and Plan of Reorganization that the transaction contemplated hereunder be treated under the internal revenue laws as a tax free reorganization. To this end, any ambiguity in this Agreement and Plan of Reorganization shall be resolved in an interpretation that will qualify this transaction as a tax free reorganization. To the extent such transactions contemplated hereunder are not treated as a tax free reorganization, such transactions shall be treated as a liquidation.

In Witness hereof, the undersigned have caused this Agreement and Plan of Reorganization to be signed on their behalf by their respective authorized representatives as of this 21 day of October, 2000.

Anatlantic, Inc., a Florida corporation

By: 
Isaac Sredni, President

Ana Gateway LLC, a Florida limited liability company

By: 
Isaac Sredni, Manager

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