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Division of Corporations

TEL: 1813-229-1660

Page 1 of 1

## Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4000

From:

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## MERGER OR SHARE EXCHANGE

SILICON VALLEY INVESTORS I, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SILICON VALLEY INVESTORS I, LLC, A FLORIDA ENTITY  
,

INTO

**SILICON VALLEY INVESTORS I, LLC, A NEVADA ENTITY,** entity not qualified  
in Florida.

File date: December 13, 2000

Corporate Specialist: Agnes Lunt

Fax Audit No.: H00000064909 5

**FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**SILICON VALLEY INVESTORS I, L.L.C.,**  
a Florida limited liability company  
**INTO**  
**SILICON VALLEY INVESTORS I, L.L.C.,**  
a Nevada limited liability company

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The undersigned entities adopt the following Articles of Merger:

**FIRST:** The Agreement and Plan of Merger ("Plan of Merger"), a copy of which is attached hereto as Exhibit A, was adopted by the sole Manager and at least a majority of the members of **SILICON VALLEY INVESTORS I, L.L.C.**, a Florida limited liability company (the "Merged Entity"), as of December 7, 2000, and the sole Manager and sole member of **SILICON VALLEY INVESTORS I, L.L.C.**, a Nevada limited liability company (the "Surviving Company"), as of December 7, 2000, in accordance with the applicable provisions of the Florida Limited Liability Company Act and Chapter 86 of the Nevada Revised Statutes.

**SECOND:** Pursuant to the Plan of Merger, on the Effective Date (as defined below), the Merged Entity will merge with and into the Surviving Company and the separate existence of the Merged Entity shall cease and the Surviving Company shall continue and be governed by the laws of the State of Nevada. The terms and conditions of the merger and the manner and basis of converting the interests of the members of each limited liability company that is party to the merger are set forth in the Plan of Merger and incorporated herein by reference.

**THIRD:** The Effective Date and Time of these Articles of Merger shall be the later of the date and time these Articles of Merger are filed with each of the States of Florida and Nevada (the "Effective Date").

**FOURTH:** The address of the Surviving Company is: 1135 Terminal Way, Suite 209 Reno, NV 89502.

**FIFTH:** The name and business address of the manager of the Surviving Company is: Kim A. Schwencke, 1135 Terminal Way, Suite 209 Reno, NV 89502.

**SIXTH:** The Surviving Company hereby appoints the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation relating to the merger or the rights of dissenting members of each party to the Plan of Merger.

**SEVENTH:** The Surviving Company agrees to promptly pay to dissenting members of each limited liability company that is a party to the Plan of Merger the amount, if any, to which such dissenting members are entitled under Section 608.4348 of the Florida Limited Liability Company Act.


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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this  
\_\_\_\_\_ day of November, 2000.

**MERGED ENTITY:**

**SILICON VALLEY INVESTORS I, L.L.C.**

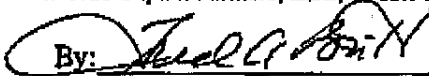
By: Concorde Capital Partners, LLC, its sole manager

By:   
Name: Faerie A. Britt  
Title: Manager

**SURVIVING COMPANY:**

**SILICON VALLEY INVESTORS I, L.L.C.**

By: Concorde Capital Partners, LLC, its sole manager

By:   
Name: Faerie A. Britt  
Title: Manager

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### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), made and entered into as of the 11<sup>th</sup> day of December, 2000, by and between SILICON VALLEY INVESTORS I, L.L.C., a Florida limited liability company (the "Merged Entity") and SILICON VALLEY INVESTORS I, L.L.C., a Nevada limited liability company (the "Surviving Company").

### WITNESSETH:

WHEREAS, the Merged Entity was organized in the State of Florida on December 28, 1999 and the Surviving Company was organized in the State of Nevada on or about December 7, 2000

WHEREAS, all of the membership Units of the Surviving Company currently are owned by the Merged Entity;

WHEREAS, the Manager of the Merged Entity deems it advisable and in the best interests of the Merged Entity to merge with and into the Surviving Company in order to change its state of domicile from Florida to Nevada (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Manager and at least a majority of the members of the Merged Entity and by the Manager and the sole member of the Surviving Company, in accordance with the applicable provisions of the Florida Limited Liability Company Act and Chapter 86 of the Nevada Revised Statutes,

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree as follows:

1. In accordance with the applicable provisions of the Florida Limited Liability Company Act and the Chapter 86 of the Nevada Revised Statutes, the Merged Entity shall be and hereby is merged with and into the Surviving Company (the "Merger"), and the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of dealing with the membership interest of the Merged Entity shall be as hereinafter set forth.

2. The effective date and time of the Merger shall be the later of the date and time the Articles of Merger are filed with each of the States of Florida and Nevada (the "Effective Date").

3. At the Effective Date the following actions will occur:

a. The Articles of Organization of the Surviving Company as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Company until altered or amended as provided therein or by law.

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b. The Operating Agreement of the Merged Entity as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Operating Agreement of the Surviving Company until altered or amended as provided therein or by law.

c. Each membership Unit of the Merged Entity issued and outstanding immediately prior to the Effective Date shall be automatically converted into one membership Unit of the Surviving Company.

d. All membership interests of the Surviving Company owned by its sole member immediately prior to the Merger shall be canceled and extinguished.

e. Upon the Merger becoming effective, the separate existence of the Merged Entity shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Nevada; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Company and shall be thereafter as effectively the property of the Surviving Company as they were the property of the Merged Entity, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Entity shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company all rights of creditors and all liens upon the property of the Merged Entity shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Entity shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

e. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

f. The Manager of the Surviving Company in effect immediately prior to the Effective Date shall, upon the Merger becoming effective, be and remain the Manager of the Surviving Company until his or her successor is elected and qualified. The name and business address of the manager is as follows:

13014 N. Dale Mabry, Suite 356  
Tampa, FL 33618

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Julio C. Esquivel, Esquire  
Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Avenue, Suite 2800  
Tampa, Florida 33602  
813/227-2325  
Bar No.: 0940380

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IN WITNESS WHEREOF, the Merged Entity and the Surviving Company have signed this Agreement under their corporate seals the day and year first above written.

**MERGED ENTITY:**

**SILICON VALLEY INVESTORS I, L.L.C.**

By: Concorde Capital Partners, LLC, its sole manager

By: 

Name: FREDRICK A. BRITT

Title: Manager

**SURVIVING COMPANY:**

**SILICON VALLEY INVESTORS I, L.L.C.**

By: Concorde Capital Partners, LLC, its sole manager

By: 

Name: FREDRICK A. BRITT

Title: Manager

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