

Division of Corporations

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

BREADBOX COMPUTER COMPANY, LLC

Certificate of Status	1
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Estimated Charge	\$96.25

\$65.00

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2002

BREADBOX COMPUTER COMPANY, LLC
14120 OLD DIXIE HWY
HUDSON, FL 34667

SUBJECT: BREADBOX COMPUTER COMPANY, LLC
REF: L00000006789

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

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H02000073889
Letter Number: 302A00019944

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

BREADBOX COMPUTER COMPANY, P97000049450, a Florida Corporation

INTO

BREADBOX COMPUTER COMPANY, LLC, a Florida entity, L00000006789

File date: April 5, 2002

Corporate Specialist: Michelle Hodges

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**ARTICLES OF MERGER
MERGING BREADBOX COMPUTER COMPANY
INTO BREADBOX COMPUTER COMPANY, LLC**

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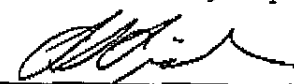
Pursuant to Sections 607.1109 and 608.4382 of the Florida Statutes, Breadbox Computer Company, LLC, hereby delivers these Articles of Merger for the purpose of merging Breadbox Computer Company, a Florida corporation, into Breadbox Computer Company, LLC, a Florida limited liability company (the "Merger").

1. A copy of the Plan of Merger is (the "Plan") is attached as *Exhibit A* to these Articles of Merger.
2. The Plan was approved by Breadbox Computer Company in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.
3. The Plan was approved by Breadbox Computer Company, LLC, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

BREADBOX COMPUTER COMPANY,
a Florida corporation

By:  2/25/02
Frank S. Fischer, President Date

BREADBOX COMPUTER COMPANY, LLC,
a Florida limited liability company

By:  2/25/02
Frank S. Fischer, President Date

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TALLAHASSEE, FLORIDA

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Exhibit A

PLAN OF MERGER

This **PLAN OF MERGER** (this "**Plan**") is hereby adopted by **BREADBOX COMPUTER COMPANY**, a Florida corporation, and **BREADBOX COMPUTER COMPANY, LLC**, a Florida limited liability company, for the purpose of merging Breadbox Computer Company into Breadbox Computer Company, LLC, in accordance with the provisions of Sections 607.1108 and 608.438 of the Florida Statutes. Breadbox Computer Company, LLC, is sometimes referred to herein as the "**Surviving Entity**".

1. **Merger.** Breadbox Computer Company will be merged with and into Breadbox Computer Company, LLC, pursuant to and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes (the "**Merger**"). As a result of the Merger, the separate existence of Breadbox Computer Company will cease, and Breadbox Computer Company, LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of Breadbox Computer Company, and will be responsible for the debts, liabilities and obligations of Breadbox Computer Company.
2. **Treatment of Ownership Interests.** Each membership interest in Breadbox Computer Company, LLC, issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock of Breadbox Computer Company issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be converted into a .004762% (or .00004762) membership interest in the Surviving Entity.
3. The Limited Liability Company is not managed by one or more managers.

BREADBOX COMPUTER COMPANY,
a Florida corporation

BREADBOX COMPUTER COMPANY, LLC,
a Florida limited liability company

By:  2/26/02
Frank S. Fischer, President Date

By:  2/26/02
Frank S. Fischer, President Date

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