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October 16, 2000

Division of Corporations  
P.O. Box 6327  
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**George D. Perlman,**  
Of Counsel  
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London W1V 0LP England  
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Re: **MERGER OF DENIWATER INC.  
INTO DENIMIKE LLC  
OUR FILE #0666-00(B)**

Dear Sir:

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-10/18/00--01059--013  
\*\*\*\*\*90.00 \*\*\*\*\*90.00

Please find enclosed for processing, Articles of Merger of Deniwater Inc. into Denimike LLC together with the Plan and Agreement of Merger attached thereto. In addition, enclosed please find George D. Perlman, P.A. Operating Account check 15201 made payable to the Secretary of State in the amount of \$90.00 to cover the filing fees of \$60.00 and \$30.00 for a certified copy.

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation herein.

Yours sincerely,

*George D. Perlman*

George D. Perlman

GDP:dc

Enclosure:

MIA1 #980037 v1

FILED  
OCT 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L00-12087  
*qr*

**ARTICLES OF MERGER**

**OF**

**DENIWATER INC.**

**INTO**

**DENIMIKE LLC**

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L00000012087

Pursuant to the provisions of Section 607.1109 and 608.4382, Florida Statutes, the undersigned adopt the following Articles of Merger for the purpose of merging DENIWATER INC., a Florida corporation, into Denimike LLC, a Florida limited liability company.

1. The names of the entities which are parties to the merger are Deniwater Inc. and Denimike LLC, with Denimike LLC as the surviving company.
2. The Plan and Agreement of Merger, a copy of which is attached as Exhibit A hereto and is hereby incorporated within these Articles of Merger, was approved by the shareholders of Deniwater Inc. and the members of Denimike LLC in the manner prescribed under Sections 607.1103 and 608.4381, Florida Statutes.
3. The necessary shareholders and members of each of the undersigned entities adopted the Plan and Agreement of Merger on October 6<sup>th</sup>, 2000.
4. There shall be no change in the articles of organization of Denimike LLC, the surviving company.
5. The effective date of the merger shall for all purposes be the date of filing of this Articles of Merger.

**NOW, THEREFORE**, the undersigned have caused this Articles of Merger to be executed on this 6<sup>th</sup> day of October, 2000.

[Signature Blocks Appear on the Following Page]

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00 OCT 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DENIWATER INC.

By: 

Michele Tantimonaco, President

By: 

Denisse Mitrani, Secretary

DENIMIKE LLC

By: 

Michele Tantimonaco, Member

By: 

Denisse Mitrani, Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN AND AGREEMENT OF MERGER**

**OF**

**DENIWATER INC.**

**INTO**

**DENIMIKE LLC**

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is entered into as of the 6<sup>th</sup> day of October, 2000 by and between Deniwater Inc., a Florida corporation (the "Company"), and Denimike LLC, a Florida limited liability company ("Denimike LLC").

**WITNESSETH:**

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

WHEREAS, Denimike LLC is a limited liability company 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 a Florida limited liability company;

WHEREAS, the Board of Directors of Deniwater Inc. deem it advisable and in the best interest of the Company and its respective shareholders, that the Company merge with and into Denimike LLC pursuant to the Florida Statutes;

WHEREAS, the members of Denimike LLC deem it advisable and in the best interest of Denimike LLC and its respective members, that the Company merge with and into Denimike LLC pursuant to the Florida Statutes;

WHEREAS, the Board of Directors of the Company and the members of Denimike LLC, by resolutions duly adopted have approved the terms and conditions of this Agreement and directed that the proposed merger be submitted to the shareholders of the Company and the members of Denimike LLC, and have recommended to such shareholders and members, approval of the terms and conditions hereinafter set forth;

WHEREAS, the Company and Denimike LLC have agreed that the Company shall merge into Denimike LLC upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the Florida Statutes;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this Agreement, and in order to

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TALLAHASSEE, FLORIDA

consummate this transaction described above, the Company and Denimike LLC, agree as follows:

1. The Company and Denimike LLC agree that the Company shall be merged into Denimike LLC, as a single company, upon the terms and conditions of this Agreement, and that Denimike LLC shall continue under the laws of the State of Florida as the surviving company (the "Surviving Company"), and they further agree as follows:
  - a. The purposes, the registered agent, the address of the registered office, managing member and the membership interests of the Surviving Company shall be as appears in the articles of organization of Denimike LLC as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. From and after the effective date, and until further amended, altered, or restated as provided by law, the articles of organization separate and apart from this Agreement shall be and may be separately certified as the articles of organization of the Surviving Company.
  - b. The operating agreement of Denimike LLC in effect on the effective date, if any, shall be the operating agreement of the Surviving Company until it shall be altered, amended, or replaced or until a new operating agreement is adopted as provided therein.
  - c. The person who upon the effective date of the merger constitute the managing member of Denimike LLC shall be the person constituting the managing member of the Surviving Company on the effective date. If, on the effective date of the merger, the position of managing member of Denimike LLC is vacant, that vacancy may be filled in the manner provided in the operating agreement of the Surviving Company or in accordance with the Florida Statutes.
2. This Agreement was submitted to the shareholders of the Company and to the members of Denimike LLC for their consent and approval in accordance with Sections 607.1103 and 608.4381 of the Florida Statutes, was adopted and approved in accordance with the laws of the state, and, as promptly as practicable, shall be certified by the secretary of the Company and managing member of Denimike LLC; this Agreement, the appropriate Articles of Merger, and such other documents as are necessary to consummate the merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida.
3. The effective date for all purposes herein of the merger of the Company with and into Denimike LLC shall be the date of filing of the Articles of Merger (the "Effective Date" of the merger).
4. On the Effective Date, each share of the Company's common stock, par value \$1.00 per share, issued and outstanding immediately before the effective date, by virtue of the merger and without any action on the part of the holder of membership interest of Denimike LLC shall be converted into 1 membership unit of Denimike LLC.

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TALLAHASSEE, FLORIDA

5. The Company and Denimike LLC shall each take all appropriate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.
6. Upon the Effective Date, the transfer books of the Company shall be closed and no transfer of shares of common stock shall be made or consummated thereafter.
7. Prior to and at the Effective Date, the Company and Denimike LLC shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Company shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Company full title to all properties, assets, rights, privileges and franchises of the Company, the officers and directors of the Company shall execute and deliver all instruments and take all action the Surviving Company may determine to be necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Agreement.
8. At and after the Effective Date, Denimike LLC shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, all of the property, real, personal, and mixed, of each of the merging entities; all debts due to the Company of whatever account shall be vested in Denimike LLC; all claims, demands, property, rights, privileges, powers, and franchises, of every other interest of either of the entities shall be effectively the property of Denimike LLC, as they were of the respective entities; the title to any real estate vested by deed or otherwise vested in the Company, shall not revert or be in any way impaired, by reason of the merger, but shall be vested in Denimike LLC; all rights of creditors and all liens upon any property of either entity shall be reserved unimpaired, limited in lien to the property affected by such lien as of the effective date; all debts, liabilities, and duties of each of the merging entities shall thenceforth attach to Denimike LLC and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.
9. Denimike LLC hereby appoints George D. Perlman as its initial registered agent for service of process in the State of Florida in any proceeding for enforcement of any obligation of Denimike LLC, as well as for any obligation of the Company arising from, or in connection with, this merger, including any suit or other proceeding to enforce the right of any dissenting shareholder determined pursuant to the provisions of the Florida Statutes.
10. This Agreement embodies the entire agreement between the parties. There have not been and there are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Agreement.
11. All notices, requests, demands and other communications shall be in writing and shall be deemed to have been duly given if delivered or mailed, first class postage prepaid:

a. If to Deniwater Inc. to Denisse Mitrani at 12840 N.W. 18<sup>th</sup> Court

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TALLAHASSEE, FLORIDA

Pembroke Pines, Florida 33028; or

b. If to Denimike LLC to Denisse Mitrani at 12840 N.W. 18<sup>th</sup> Court

Pembroke Pines, Florida 33028

12. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon the Company and Denimike LLC, and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Agreement.

NOW, THEREFORE, the Company and Denimike LLC, have signed this Plan and Agreement of Merger on the date first written above.

DENIWATER INC.

By: 

Michele Tantimonaco, President

By: 

Denisse Mitrani, Secretary

DENIMIKE LLC

By: 

Michele Tantimonaco, Member

By: 

Denisse Mitrani, Member

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FILED  
00 OCT 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DENIWATER INC., a Florida entity, P98000061798

INTO

**DENIMIKE LLC**, a Florida entity, L00000012087

File date: October 18, 2000

Corporate Specialist: Tammi Cline