

L00000015606

*Levin & Andress*  
Attorneys at Law  
A Partnership of Professional Associations

1570 Madruga Avenue  
Suite 311  
Coral Gables, Florida 33146  
  
Tel: (305) 662-1988  
Fax: (305) 661-9982

*Stanton G. Levin, P.A.*  
*Laurence M. Andress, P.A.*  
  
*Cheryl Julien Kaufman, P.A.*  
*Of Counsel*

900004384089--2  
-06/08/01--01003--022  
\*\*\*\*\*93.75 \*\*\*\*\*93.75

May 30, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

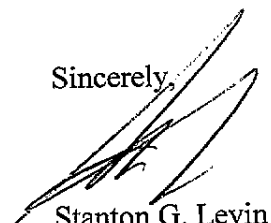
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-07/10/01--01015--002  
\*\*\*\*\*106.25 \*\*\*\*\*106.25

Re: Enrich Mint Holdings, A Florida General Partnership into EMI Holdings, LLC, A Florida  
Limited Liability Company

Dear Sir/Madam:

Please find enclosed for filing purposes the Articles of Merger with Agreement and Plan  
of Merger for the above-mentioned parties and a check in the amount of \$93.75 (\$50.00 for filing  
fee for two (2) parties and \$43.75 for five (5) certified copies of the Articles). Please send us the  
five (5) certified copies of the Articles in the enclosed self-addressed, stamped envelope.

Sincerely,

  
Stanton G. Levin

① Effective Date  
Can't be prior  
  
② FF for cert will be  
150.00

Name	Availability
Document	SGL/ar
Examiner	Enclosure E.C.
Updater	cc: Richard and Susan Jarmark
Updater	Verifyer
Acknowledgement	DUC
W. F. Verifyer	DUC

C. TAX	_____
FILING	_____
R. AGENT FEE	_____
C. F. F.	106.25
TO	_____
N. BANK	_____
PAID FEE DUE	_____
REFUND	_____

FF \$60  
Certs 150.00

2001

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*Of Counsel*

June 29, 2001

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: E.M.I. Holdings, LLC; Ref. Number L00000015606**

Ladies/Gentlemen:

We are in receipt of your letter dated June 14, 2001 in which you advised us that the Effective Date of the Articles of Merger for E.M.I. Holdings, LLC needed to be revised. A copy of your letter is attached for you reference. Also, in your letter you advised us that you needed an additional \$106.50 for the certified copies we requested. Thus enclosed please find the following:

1. The Articles of Merger with the revised effective date together with the Agreement and Plan of Merger. Kindly file these upon receipt.
2. A check in the amount of \$106.50 as you requested in your June 14, 2001 letter.
3. A self-addressed stamped envelope for you to use.

If there is anything else that you need, please call us.

Sincerely,

  
Cheryl Julien Kaufman

cc: Stanton G. Levin, Esq.



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 14, 2001

STANTON G. LEVIN  
LEVIN & ANDRESS  
1570 MADRUGA AVENUE, SUITE 311  
CORAL GABLES, FL 33146

SUBJECT: E M I HOLDINGS, LLC  
Ref. Number: L00000015606

We have received your document for E M I HOLDINGS, LLC and your check(s) totaling \$93.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

You have requested that we send you 5 certified copies. Since the survivor is a limited liability company the cost per certified copy will be \$30.00. Therefore, we will need an additional \$106.25.

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) 487-6051.

Diane Cushing  
Corporate Specialist

Letter Number: 201A00036629

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ENRICH MINT HOLDINGS, A FLORIDA GENERAL PARTNERSHIP, NON  
QUALIFIED

INTO

**E M I HOLDINGS, LLC**, a Florida entity, L00000015606

File date: July 6, 2001

Corporate Specialist: Diane Cushing

**ARTICLES OF MERGER  
OF  
ENRICH MINT HOLDINGS, A FLORIDA GENERAL PARTNERSHIP  
INTO  
EMI HOLDINGS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapters 608 and 620 of the Florida Statutes, Enrich Mint Holdings, a Florida general partnership (the "Constituent Entity") and EMI Holdings, LLC, a Florida limited liability company (the "Surviving Entity") adopt the following Articles of Merger for the purpose of merging the Constituent Entity into the Surviving Entity.

First: The exact name, street address of its principal office, jurisdiction and entity type for the Constituent Entity is:

Enrich Mint Holdings.  
1941 NW 33<sup>rd</sup> Court  
Ft. Lauderdale, FL 33309  
Jurisdiction: Florida  
Entity type: general partnership

Second: The exact name, street address of its principal office, jurisdiction and entity type for the Surviving Entity is:

EMI Holdings, LLC  
1941 NW 33<sup>rd</sup> Court  
Ft. Lauderdale, FL 33309  
Jurisdiction: Florida  
Entity type: limited liability company

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The Plan of Merger was adopted by the Manager and the Members of the Surviving Entity and by the partners of the Constituent Entity by unanimously in accordance with the applicable provisions of Chapters 608 and 620, respectively, as of April 15, 2001.

Fifth: These Articles of Merger shall be effective upon filing.

Sixth: The merger is permitted under the laws of the State of Florida and is not prohibited by the Agreement of Limited Partnership of the Surviving Entity or the Articles of Organization of the Constituent Entity.

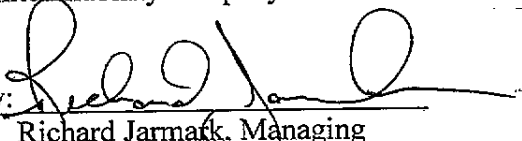
Seventh: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

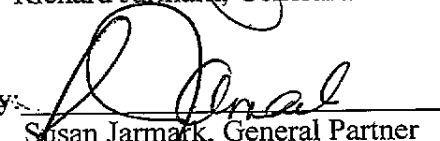
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 1st day of May, 2001.

EMI Holdings, LLC, a Florida  
limited liability company

By:   
Richard Jarman, Managing  
Member

Enrich Mint Holdings, a Florida  
general partnership

By:   
Richard Jarman, General Partner

By:   
Susan Jarman, General Partner

FILED

01 JUL -6 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 1st day of May, 2001, between Enrich Mint Holdings, a Florida general partnership (the "Constituent Entity") and EMI Holdings, LLC, a Florida limited liability company (the "Surviving Entity").

The Constituent Entity is owned by the same persons in exactly the same percentage ownership interests as the Surviving Entity.

The Constituent Entity and the Surviving Entity desire to effect the statutory merger of the Constituent Entity with and into the Surviving Entity, with the Surviving Entity to survive such merger.

1. Parties to the Merger. The Constituent Entity and the Surviving Entity shall be parties to the merger (the "Merger") of the Constituent Entity with and into the Surviving Entity.

2. Terms and Conditions of Merger. The Constituent Entity shall, pursuant to the provisions of Chapters 608 and 620 of the Florida Statutes, be merged with and into the Surviving Entity, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in Section 7) (the "Effective Date"), the existence of the Constituent Entity shall cease. On the Effective Date, the Surviving Entity shall assume the obligations of the Constituent Entity.

3. Cancellation of Constituent Entity's Ownership Interests; Continuation of Membership Interests in Surviving Entity. Upon the Effective Date, the Constituent Entity shall cease to exist and the ownership interests presently outstanding of the partners of the Constituent Entity shall be cancelled. Also, upon the Effective Date, each member of the Surviving Entity shall each continue to own the same membership interests in the Surviving Entity as he did immediately prior to the merger.

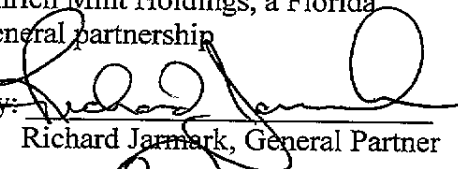
4. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity in effect as of the Effective Date, shall remain the Articles of Organization of the Surviving Entity and continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

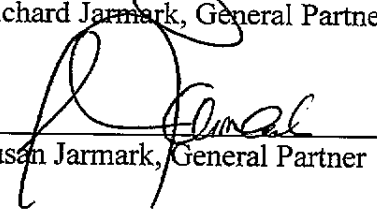
5. Effective Date. The Merger shall become effective upon the filing of the Articles of Merger (the "Effective Date").

6. Amendment of Plan of Merger. The Partners of the Constituent Entity and the Members of the Surviving Entity are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to the provisions of applicable law.

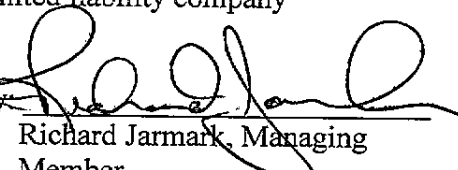
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01 JUL - 6 PM 2:57  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

Enrich Mint Holdings, a Florida  
general partnership

By:   
Richard Jarmark, General Partner

By:   
Susan Jarmark, General Partner

EMI Holdings, LLC, a Florida  
limited liability company

By:   
Richard Jarmark, Managing  
Member

FILED

01 JUL -6 PM 2:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA