

CORPORATE
ACCESS,
INC.

L0100 0001522

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

5/29/01



CERTIFIED COPY

CUS

✓ PHOTO COPY

✓ FILING

Merger

1.)

Amigo Ventures South LLC
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

6.)

(CORPORATE NAME & DOCUMENT #)

7.)

(CORPORATE NAME & DOCUMENT #)

8.)

(CORPORATE NAME & DOCUMENT #)

9.)

(CORPORATE NAME & DOCUMENT #)

10.)

(CORPORATE NAME & DOCUMENT #)

APPROVED
AND
FILED
01 MAY 30 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700004325107--6
-05/29/01--01022--019
*****50.00 *****50.00

SPECIAL INSTRUCTIONS

SUFFICIENCY OF FILING
TO ACHIEVE FILING
NOT REQUIRED

2001 MAY 29 AM 10:25

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOUR BUSINESS

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMIGO VENTURES SOUTH LLC, A FLORIDA ENTITY L01000001522

INTO

AMIGO VENTURES SOUTH, LLC, entity not qualified in Florida.

File date: May 30, 2001

Corporate Specialist: Trevor Brumbley



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 29, 2001

CORPORATE ACCESS, INC.

SUBJECT: AMIGO VENTURES SOUTH, LLC
Ref. Number: L01000001522

We have received your document for AMIGO VENTURES SOUTH, LLC and check(s) totaling \$50.00. However, your check(s) and document are being returned for the following:

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 901A00032607

APPROVED
AND
FILED
01 MAY 30 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Amigo Ventures South LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>2116 Redbird Drive</u>		
<u>Las Vegas, Nevada 89134</u>		

Florida Document/Registration Number: L01000001522

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Amigo Ventures South, LLC</u>	<u>Nevada</u>	<u>LLC</u>
<u>2116 Redbird Drive</u>		
<u>Las Vegas, Nevada 89134</u>		

Florida Document/Registration Number: N/A

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

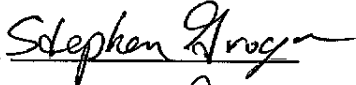
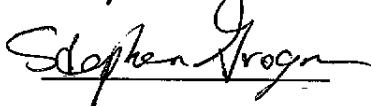
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Amigo Ventures South LLC</u> (a Florida LLC)		<u>Stephen Grogan, Manager</u>
<u>Amigo Ventures South LLC</u> (a Nevada LLC)		<u>Stephen Grogan, Manager</u>

APPROVED
AND
FILED

CLERK OF STATE
TALLAHASSEE, FLORIDA
JUN 10 2010 PM 3:12

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of May 5, 2001, between Amigo Ventures South LLC, a Nevada limited liability company (the "*Surviving LLC*"), and Amigo Ventures South LLC, a Florida limited liability company (the "*Merged LLC*").

RECITALS

A. The Surviving LLC and the Merged LLC are each sometimes referred to hereinafter as a "*Constituent Entity*" and collectively as the "*Constituent Entities*".

B. Each of the Constituent Entities deems it advisable and generally in the best interest of such Entity, and the members thereof, that the Merged LLC be merged with and into the Surviving LLC on the terms and conditions and with the effect set forth in this Agreement and pursuant to the provisions of Nevada Revised Statutes Chapter 92A, and Fla. Stat. Ch. 608.438 ("*Merger*").

C. The name, address and jurisdiction of organization and governing law of each Constituent Entity to the Merger is:

(a) Surviving LLC. Amigo Ventures South LLC, a Nevada limited liability company, 2116 Redbird Drive, Las Vegas, Nevada 89134, organized and governed by the laws of the State of Nevada; and

(b) Merged LLC. Amigo Ventures South LLC, a Florida limited liability company, 2116 Redbird Drive, Las Vegas, Nevada 89134, organized and governed by the laws of the State of Florida.

AGREEMENT

In consideration of the mutual promises set forth herein, and subject to the terms and conditions hereof, the parties hereto agree as follows:

APPROVED
AND
FILED

01 JUN 30 PM 3:12

SECRETARY OF STATE
TAMARA STEPHENSON

Section 1. Merger.

(a) Effective Date of Merger. The Merger shall become effective on or after the filing by the Surviving Corporation of Articles of Merger with the Secretary of State of the State of Nevada and the Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Date").

(b) Effect of Merger. As of the Effective Date:

(i) Merged LLC. The Merged LLC shall be merged with and into the Surviving LLC and the separate existence of the Merged LLC shall cease.

(ii) Surviving LLC. Except as specifically set forth in this Agreement, the existence of the Surviving LLC, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. The Surviving LLC shall continue under the name "Amigo Ventures South LLC" as a Nevada limited liability company organized pursuant to and in accordance with the Nevada Limited Liability Company Act, Nev. Rev. Stat. §§ 86.011 to 86.590, as amended from time to time. The identity and existence, together with all the rights, privileges, immunities, powers and franchises of the Merged LLC, both of a public and private nature, and all property, real, personal and mixed, and all debts due on whatever account, and all other things and choices in action belonging to the Merged LLC, and all and every other interest shall be taken and deemed to be transferred to and to vest, and shall be vested, in the Surviving LLC as of the Effective Date without further act or deed and as effectively as they were formerly vested in the Merged LLC.

(iii) The Articles of Organization The Articles of Organization of the Surviving LLC as amended herein, and existing on the Effective Date shall, as of the Effective Date, be the Articles of Organization of the Surviving LLC. The names and addresses of the persons who are to serve as the initial Board of Managers are as follows: Ernest W. Moody, at 2116 Redbird

APPROVED
AND
FILED

01 MAY 30 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Drive, Las Vegas, Nevada 89134 and Stephen Grogan, at 2620 S. Maryland Parkway, Suite 359, Las Vegas, Nevada 89109.

Section 2. Adoption of the Agreement. This Agreement has been adopted and approved by unanimous consent of each of the members of the Constituent Entities.

Section 3. Further Acts. The managers and/or the members of the Constituent Entities shall execute this Agreement and file all certificates, articles or other documents as may be required to be filed in the State of Nevada and the State of Florida to effectuate the Merger.

Section 4. Expenses. The Surviving LLC shall pay all the expenses of accomplishing the Merger, including, without limitation, the expenses of each Constituent Entity incurred in connection with this Agreement and the preparations for carrying this Agreement into effect.

Section 5. Abandonment. Anything herein to the contrary notwithstanding, if the members of any Constituent Entity should determine that for any legal, financial, economic or business reason deemed sufficient by such members it is not in the best interests of such Entity or their members, or is otherwise unadvisable or impracticable, to consummate the Merger, then such members may abandon the Merger by directing the managers and/or the members of such Entity to refrain from executing or filing this Agreement or any certificate, articles or other documents as may be required to be filed in the State of Nevada and the State of Florida to effectuate the Merger, and thereupon this Agreement shall be void and of no effect. The filing of any certificate, articles or other documents, as may be required to be filed in the State of Nevada or the State of Florida to effect the merger, shall constitute a waiver of any Constituent Entity's right to abandon the Merger and shall

APPROVED
AND
FILED

01 MAY 30 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sent by: SKLAR WARREN CONWAY...

702 360 0000;

05/29/01 15:30; JstFax #670; Page 5/5

serve as conclusive evidence that the members of each of the Constituent Entities did not abandon the Merger and knowingly consummated the Merger.

Section 6. Ownership Interests. The members of the Merged LLC, shall receive upon the surrender of the ownership interests in the Merged LLC held by them an equivalent value of the ownership interests of the Surviving LLC, so as to provide no gain or loss to them as a result of the Merger.

IN WITNESS WHEREOF, this Agreement has been entered into by each of the Constituent Entities as of the date first above written.

Amigo Ventures South LLC, a Nevada limited liability company

By: 

Name: Ernest W. Moody
Title: Manager

And

By: 

Name: Stephen Grogan
Title: Manager

Amigo Ventures South LLC, a Florida limited liability company

By: 

Name: Ernest W. Moody
Title: Manager

And

By: 

Name: Stephen Grogan
Title: Manager

APPROVED
AND
FILED

01 MAY 30 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA