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AL

MERGER OR SHARE EXCHANGE

SENIOR NETWORKS SERVICES LLC

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SENIOR NETWORKS SERVICES, INC. A FLORIDA CORPORATION

INTO

SENIOR NETWORKS SERVICES LLC, a Florida entity, L01000002832

File date: February 23, 2001

Corporate Specialist: Agnes Lunt

Fax Audit No. H01000020261

ARTICLES OF MERGER

OF

SenioR Networks Services, Inc.
a Florida corporation

AND

SenioR Networks Services LLC,
a Florida limited liability companyFILED
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TALLAHASSEE, FLORIDA

Pursuant to section 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), SenioR Networks Services, Inc., a Florida Corporation (the "Merging Corporation"), and SenioR Networks Services LLC, a Florida limited liability company (the "Surviving Company") adopted on the 22th day of February, 2001, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA and the Act, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SenioR Networks Services, Inc. 7500 NW 25 th Street, #2 Miami, FL 33122	Florida	Corporation

998-107287

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SenioR Networks Services LLC 7500 NW 25 th Street, #2 Miami, FL 33122	Florida	Limited Liability Company

THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the Act, providing for the merger of the Merging Corporation

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with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

FOURTH: Pursuant to Sections 607.1103 and 608.4381, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Sole Director of the Merging Corporation and the Members and the Manager of the Surviving Company on February 22 2001.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Operating Agreement of the Surviving Company.

SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 23th day of February 2001.

SenioR Networks Services, Inc.

By: 

Daniel F. Suarez, President

SenioR Networks Services LLC

By: 

Eric W. Robinson, Manager

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **SenioR Networks Services, Inc.**, a Florida corporation (the "Merging Corporation"), and **SenioR Networks Services LLC**, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Corporation with and into the Company (the "Merger").

NOW, THEREFORE, Merging Corporation and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), by Section 608.438 of the Florida Limited Liability Company Act (the "Act"), and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and the Act (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of Company have consented to the Merger.

2. Governing Documents.

a. The Articles of Organization of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Operating Agreement of the Company as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are managers of the Company immediately prior to the Effective Date shall continue to be managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be **SenioR Networks Services LLC**.

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5. Addresses. The address of Merging Corporation is 7500 NW 25th Street, #2, Miami, FL 33122. The address of the Company and the Surviving Company is 7500 NW 25th Street, #2, Miami, FL 33122.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 7500 NW 25th Street, #2, Miami, FL 33122 and the name of the Registered Agent of the Company at such office shall be Eric W. Robinson. The Registered Agent shall keep and maintain at such address the records of the Company required to be kept and maintained at such address by the Act.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) The 1,000 shares of Common Stock, \$0.001 par value per share, of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into a ninety-nine percent (99%) limited liability company interest in the Surviving Company. No other shares of stock of Merging Corporation are outstanding at the time of the Merger.

(b) The limited liability company interests of all of the Members in the Company immediately prior to the Merger shall be reduced proportionately effective as of the consummation of the Merger such that immediately after the Merger each such Member owns a one-half percent (.5%) limited liability company interest in the Company.

(c) Pursuant to Sections 607.1301 through 607.1320 of the FBCA and Section 608.4384 of the Act, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The Company is manager-managed. The name and address of the initial manager of the Company is as follows:

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Eric W. Robinson
7500 NW 25th Street
#2
Miami, FL 33122

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval of the Shareholders and the Board of Directors and of the Members and the Manager. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and by the Board of Directors of Merging Corporation and by all of the members and by the Manager of Surviving Company.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

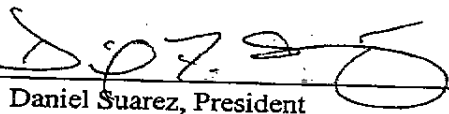
17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

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IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives as of the date first above written.

SenioR Networks Services, Inc., a Florida corporation

By: 
Daniel Suarez, President

SenioR Networks Services, LLC, a Florida limited liability company

By: 
Eric W. Robinson, Manager

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