

CT CORPORATION

L01 0000 10436

CORPORATION(S) NAME

Groveline LLC

merging into: EliteView LLC (Surviving Party)

FILED

02 JUN 11 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 JUN 11 AM 11:10

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/11/02

Order#: 5407271

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06/11/02-01070-004

*****50.00 *****50.00

Ref#: _____

Amount: \$ _____

ms
L01-10436
AK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER

of

GROVELINE LLC

(A Florida Limited Liability Company)

with and into

ELITEVIEW LLC

(A Massachusetts Limited Liability Company)

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 608.4382, 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>GroveLine LLC</u> <u>1200 N. Federal Hwy, STE 200</u> <u>Boca Raton, FL 33432</u>	Florida	Limited Liability Company

Florida Document/Registration Number: L01000010436 FEI Number: 65-1130458

2. <u>EliteView LLC</u> <u>275 Centre Street</u> <u>Newton, MA 02458</u>	Massachusetts	Limited Liability Company
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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>EliteView LLC</u> <u>275 Centre Street</u> <u>Newton, MA 02458</u>	Massachusetts	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved and adopted by GroveLine LLC in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by EliteView LLC in accordance with the laws of Commonwealth of Massachusetts.

FIFTH: 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 members of GroveLine LLC.

SIXTH: The surviving entity agrees to pay the dissenting members of GroveLine LLC the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.


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

EIGHTH: The merger shall become effective upon (a) the filing and recording of these Articles of Merger with the Florida Department of State and (b) the filing and recording of a Certificate of Merger of EliteView LLC and GroveLine LLC concerning the merger of GroveLine LLC with and into EliteView LLC with the Secretary of State of the Commonwealth of Massachusetts.


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

IN WITNESS WHEREOF, the parties below have caused these Articles of Merger to be executed as of this 10th day of June, 2002.

GROVELINE LLC

By:  President
Kelly Knapp,
President, Manager and a Member,
duly authorized

ELITEVIEW LLC

By:  President
George Pappas,
President, Manager and a Member,
duly authorized

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Chapter 156C of the General Laws of the Commonwealth of Massachusetts (the "Massachusetts Limited Liability Company Act"), and Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes and Section 59 the Massachusetts Limited Liability Company Act:

FIRST: The exact name and jurisdiction of formation or organization of the entities proposing to merge pursuant to this Plan of Merger are GroveLine LLC, a Florida limited liability company, and EliteView LLC, a Massachusetts limited liability company.

SECOND: At the Effective Time (as defined below), GroveLine LLC shall merge with and into Eliteview LLC, and EliteView LLC, a Massachusetts limited liability company, shall be the surviving party (the "Surviving Party").

THIRD: The merger shall be effective as of the date and time on which the Certificate of Merger is filed on behalf of the Surviving Entity with the Secretary of State of the Commonwealth of Massachusetts pursuant to Section 61 of the Massachusetts Limited Liability Company Act (the "Effective Time").

FOURTH: The Articles of Organization of GroveLine LLC in effect upon the effective date of the merger shall be the Articles of the Organization of the Surviving Party and shall continue in full force and effect until changed, altered, or amended as provided by the Massachusetts Limited Liability Company Act.

FIFTH: The manner and basis of converting the interests of GroveLine LLC, the merged party, into the interests of the Surviving Party, are as follows: all of each member's interest in GroveLine LLC shall be cancelled and retired and shall cease to exist and be converted into the right to receive 6,500 Class A Shares of the Surviving Party upon effectiveness of the merger.

SIXTH: The name and address of the sole manager of the Surviving Party are George Pappas, 275 Centre Street, Newton, MA 02458.

SEVENTH: From and after the Effective Time, the effect of the merger shall be as provided in the Massachusetts Limited Liability Company Act.

[SIGNATURES FOLLOW ON NEXT PAGE]

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IN WITNESS WHEREOF, the parties below have caused this Plan of Merger to be executed as of this 10th day of June, 2002.

GROVELINE LLC

By: [Signature] *President*
Kelly Knapp, President, Manager and a Groveline
Member, duly authorized

ELITEVIEW LLC

By: [Signature] *President*
George Pappas, President, Manager and a
Member, duly authorized

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GROVELINE, LLC a florida entity L01000010436
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INTO

ELITEVIEW LLC a non-qualified Massachusetts entity, entity not qualified in
Florida.

File date: June 11, 2002

Corporate Specialist: Tammi Cline