

L010000015764

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MERGER OR SHARE EXCHANGE

GALLE DESIGNS LLC

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$20.00

*50.00 filing fee
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DIVISION OF CORPORATIONS

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2003 JAN 17 PM 3:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

EARTH, LLC, A FLORIDA ENTITY, #L02000012067

into

GALLE DESIGNS LLC, a Florida entity L01000015764

File date: January 17, 2003

Corporate Specialist: Joey Bryan

FILED
2003 JAN 17 PM 3:58
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

1. A plan of merger was entered into on December 2nd, 2002, in connection with the merger of **GALLE DESIGNS, LLC**, a Florida limited liability company, hereinafter referred to as the "surviving entity", which was filed on September 14, 2001 under document number LO1000015764 and **EARTH, LLC**, a Florida limited liability company, hereinafter referred to as the "merged company", which was filed on May 17, 2002, under document number LO2000012067, which was approved in writing by all of the members of both the surviving entity and of the merged company.

2. Pursuant to the plan of merger, the sole member of the merged company became 50% owner of the surviving entity.

3. The plan of merger was unanimously approved by members of each of the companies by written consent and pursuant to a Waiver of Notification as provided for pursuant to Florida Law.

4. The effective date of the merger is the date upon which the Articles of Merger are filed with the Secretary of State of Florida.

5. The federal identification number for Galle Designs, LLC, of 65-1137536 shall remain as the federal identification number for the surviving entity.

6. In all other respects the Articles of Organization of Galle Designs, LLC, as filed with the Secretary of the State of Florida remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Merger as of the 2nd day of December 2002.



CARLO GAMBINO
Sole Member of Galle Designs, LLC,
a Florida limited liability company

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER


Agreement made this 2nd day of December, 2002, by and between GALLE DESIGNS, LLC, a Florida limited liability company, hereinafter referred to as "Galle", whose address is 1621 Bay Road, Suite 408, Miami, FL 33139, and EARTH, LLC, a Florida limited liability company, hereinafter referred to as "Earth", whose address is 10 Venetian Way, Suite 1002, Miami Beach, FL 33139.

1. Galle Designs, LLC, is a Florida limited liability company having been filed effective September 14, 2001 in the State of Florida and which will be the surviving company after the merger.
2. Earth, LLC, is a Florida limited liability company having been filed on May 17, 2002 in the State of Florida and will be merged into Galle Designs, LLC.
3. Carlo Gambino is the sole member of each entity, owning 100% of the interest in Galle and 100% of the interest in Earth.
4. Galle hereby agrees to purchase from Carlo Gambino his ownership interest in Earth in exchange for a 50% ownership interest in Galle.
5. Carlo Gambino shall be the managing member of the surviving entity.
6. The effective date of the merger will be the date upon which the Certificate of Merger is issued by the Secretary of State of Florida.
7. The plan of merger shall be voted upon by the member of each company without a meeting and pursuant to a waiver of notification required pursuant to Florida Law.

IN WITNESS WHEREOF, the parties hereto have executed this plan of merger as of the date and year first set forth above.

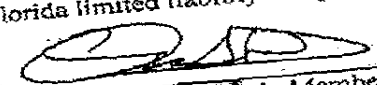
GALLE DESIGNS, LLC
a Florida limited liability company

By:


Carlo Gambino, Sole Member

EARTH, LLC,
a Florida limited liability company

By:


Carlo Gambino, Sole Member

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