

Division of Corporations

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L01000016791

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

BPG, L.L.C.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE BAY POINT GROUP, INC. A FLORIDA ENTITY

INTO

**BPG, L.L.C.**, a Florida entity, L01000016791

File date: October 2, 2001

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER**  
**OF**  
**BPG, L.L.C.**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**

**AND**  
**THE BAY POINT GROUP, INC.**  
**(TERMINATING DOMESTIC CORPORATION)**

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

**FIRST:** 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>
BPG, L.L.C. 14260 S.W. 136 <sup>th</sup> Street #9 Miami, FL 33186	Florida	profit limited liability company
Florida Document/Registration Number: L01000016791		FEI Number: (being applied for)

**SECOND:** 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>
The Bay Point Group, Inc. 14260 S.W. 136 <sup>th</sup> Street #9 Miami, FL 33186	Florida	profit corporation
Florida Document/Registration Number: P00000105088		FEI Number: 651055741

**THIRD:** The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

**FOURTH:** The merger shall become effective on October 1, 2001.

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All liabilities of the merging company shall become the responsibility of the surviving company.

**FOURTH:** The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

**FIFTH:** The names and addresses of the manager(s) of the surviving company are as follows:

Dated: 26 Sept, 2001.

BPG, L.L.C.

By: 

John Cadon, Member

The Bay Point Group, Inc.

By: 

John Cadon, President

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**PLAN OF MERGER**

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

**FIRST:** The name, address of its principal office, jurisdiction, and entity type of the **surviving** company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BPG, L.L.C. 14260 S.W. 136 <sup>th</sup> Street #9 Miami, FL 33186	Florida	profit limited liability company
Florida Document/Registration Number: L01000016791		FEI Number: (being applied for)

**SECOND:** The name, address of its principal office, jurisdiction, and entity type for each **merging** corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Bay Point Group, Inc. 14260 S.W. 136 <sup>th</sup> Street #9 Miami, FL 33186	Florida	profit corporation
Florida Document/Registration Number: P00000105088		FEI Number: 651055741

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**THIRD:** The terms and conditions of the merger are as follows:

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

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**FIFTH: Adoption of Merger by the Surviving Company:**

The Plan of Merger was adopted by the members of the surviving company SEPTEMBER 26, 2001.

**SIXTH: Adoption of Merger by the Merging Corporation:**

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on SEPTEMBER 26, 2001, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on SEPTEMBER 26, 2001.

**SEVENTH: SIGNATURE(S):**

Dated: 26 Sep 01, 2001

BPG, L.L.C.

By: 

John Caden, Member

The Bay Point Group, Inc.

By: 

John Caden, President

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