

LO1000017254

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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

October 3, 2001

AIRBORNE EXPRESS

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

10/5

000004625560--0
-10/05/01--01085--004
*****185.00 *****30.00

Re: MATIRA, L.L.C.

000004625560--0
-10/05/01--01085--005
*****30.00 *****30.00

Dear Sir/Madam:

We are enclosing herewith an original of the Articles of Organization, Articles of Merger, and (including Plan of Merger). In addition, a check in the sum of \$245.00 is enclosed for the following fees:

Article of Organization

Filing fee	\$100
Certified Copy	\$ 30
Registered Agent fee	\$ 25

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-10/05/01--01085--006
*****30.00 *****30.00

Merger

Filing fee	\$ 60
Certified Copy of Merger	\$ 30

Please file the original of the enclosed Articles of Organization and Articles of Merger and return a certified copies to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,

Ivan A. Gomez

FILED
01 OCT -5 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IAG/yb
C:\WPDOCS\Matira, LLC\FILING.wpd
Enclosures

cc: Miriam Roldos-Baez

FF \$60
ca 30

ARTICLES OF MERGER
Merger Sheet

MERGING:

MATIRA CORPORATION, P99000104281, A FLORIDA CORPORATION

,

INTO

MATIRA, L.L.C., a Florida entity, L01000017254

File date: October 5, 2001

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections(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. Matira, Corporation 6401 S.W. 87 Avenue Suite 202 Miami, Florida 33173 Florida Document/Registration Number: H99000030548 FEI Number: 65-0964485	Florida	Corporation
2. Martira, L.L.C. 6401 S.W. 87 Avenue Suite 202 Miami, Florida 33173 Florida Document/Registration Number: FEI Number: Applied For	Florida	Limited Liability Company

01 OCT - 5 PM 3:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P9900010428

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Martira, L.L.C. 6401 S.W. 87 Avenue Suite 202 Miami, Florida 33173 Florida Document/Registration Number: FEI Number: Applied For	Florida	Limited Liability Company

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, and limited liability company, 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 member 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:

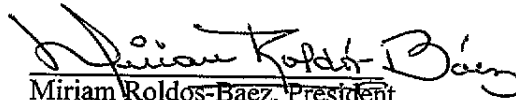
The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

MATIRA CORPORATION

By: 
Miriam Roldos-Baez, President

MATIRA, L.L.C.

By: 
Miriam Roldos-Baez, Member

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Matira Corporation	Florida
Matira, L.L.C.	Florida

SECOND: The exact name, jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Martira L.L.C.	Florida

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

On the effective date of the merger of Matira Corporation into Matira, L.L.C., the separate existence of Matira Corporation shall cease and its stock shall be cancelled and Matira, L.L.C., shall succeed to all of the properties, rights and other assets and shall be subject to all the liabilities of Matira Corporation, without further action by either of the corporations. On the effective date of the merger, each share of the common stock of Matira Corporation issued and outstanding on such date, shall be cancelled and no new shares will be issued. On the effective date of the merger, Matira, L.L.C., shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each to the merging corporations. All property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares, all other choses in action and all and every other interest of or belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and vested in Matira, L.L.C., without further act of deed; and the title to any real estate, or any interest therein, vested in any such corporations shall not revert or be in any way impaired by reason of such merger.

FOURTH: Matira, L.L.C., a limited liability company is the surviving entity and it is to be managed by one or more manager, the names(s) and address(es) of the manager(s) are as follows:

Matira, L.L.C.
Miriam Roldos-Baez, Member
6401 S.W. 87 Avenue
Suite 202
Miami, Florida 33173