

01000019411

SMITH, MOSS, K... & DAVIS LLP
A Limited Liability Partnership

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February 12, 2002

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Articles and Plan of Merger of Guzman Financial Engineers, LLC

Dear Sir or Madam:

Enclosed are an original and one copy of Articles and Plan of Merger of Guzman Financial Engineers, LLC. Also enclosed is a check in the amount of \$50 to cover the filing fee. Please return a file-stamped copy of the Articles and Plan of Merger to us in the enclosed self-addressed, stamped envelope.

If you have any questions concerning this filing or require anything further, please do not hesitate to contact the undersigned. Thank you for your assistance.

Sincerely,

Gilbert H. Davis

GHD:apa
Enclosures

cc: Mr. Leo E. Guzman
Mr. George L. Rodriguez

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8/2/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

GUZMAN FINANCIAL ENGINEERS, LLC a Florida entity L01000019411

INTO

GUZMAN MERGER COMPANY, LLC, entity not qualified in Florida.

File date: February 13, 2002

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(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. <u>Guzman Financial Engineers, LLC</u> <u>1200 Brickell Avenue, 14th Floor</u> <u>Miami Florida 33131</u>	<u>Florida</u>	<u>Limited Liability Corp</u>

Florida Document/Registration Number: L 01000019411 FEI Number: 65-1150366

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

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(Attach additional sheet(s) if necessary)

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>Guzman Merger Company, LLC</u> <u>30 Montgomery Street, Suite 940</u> <u>Jersey City, New Jersey 07302</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

Florida Document/Registration Number: N/A FEI Number: Applied for

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, limited liability company, partnership and/or limited partnership 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 members 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 sections) 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.

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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 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>
Guzman Financial Engineers, LLC 1200 Brickell Avenue 14th Floor Miami, Florida 33131	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Guzman Merger Company, LLC 30 Montgomery Street, Suite 940 Jersey City, New Jersey 07302	Delaware

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

Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, Guzman Financial Engineers, LLC ("Merging Party") shall be merged into and with Guzman Merger Company, LLC ("Surviving Party") pursuant to Sections 608.438 and 620.201 of the Florida Statutes. Surviving Party shall be the surviving limited liability company resulting from the Merger and shall continue to be governed by the laws of the State of Delaware. At the Effective Time, the separate existence and organization of Merging Party shall cease, and Surviving Party shall succeed to and shall have all the rights, privileges, immunities, obligations and powers of both Merging Party and Surviving Party as provided in Sections 608.4383 and 620.204 of the Florida Statutes.

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All of the Surviving Party interests of the limited liability members of the Surviving Party issued and outstanding on the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger. The manner and basis of converting the Merging Party interests upon consummation of the Merger shall be as follows: (a) each Merging Party interest of the limited liability members of the Merging Party issued and outstanding at the Effective Time shall, as of the Effective Time, automatically by virtue of the Merger and without any action on the part of the respective limited liability member, be converted into a limited liability member capital contribution by the Surviving Party's member.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

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(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

Not applicable.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Leopoldo E. Guzman
George Rodriguez
Guzman & Company
30 Montgomery Street, Suite 940
Jersey City, New Jersey 07302

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Certificate of Formation of Guzman Merger Company, LLC
Organization Action in Writing of Organizer of Guzman Merger Company, LLC
Certificate of Merger of Guzman Financial Engineers, LLC Into and With Guzman Merger Company, LLC

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EIGHTH: Other provisions, if any, relating to the merger:

Upon consummation of the Merger, the name of the Surviving Party shall be changed to "Guzman Financial Engineers, LLC".

For purposes of 26 U.S.C. § 708, § 1.708-1(b)(2)(i) of the Regulations thereunder and Revenue Ruling 90-17, the Merging Party shall be considered a continuing limited liability company and the Merging Party shall not be considered to be terminated.

(Attach additional sheet(s) if necessary)