



L02000009705

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2002 SEP -3 PM 2:39

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 728690 6258A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 125.00

ORDER DATE : September 3, 2002

ORDER TIME : 11:05 AM

ORDER NO. : 728690-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
Bond Schoeneck & King, P.a.
Suite 250
4001 Tamiami Trail North
Naples, FL 34103

000007479310--0

ARTICLES OF MERGER

GLRA WINE, INC.
TALLTREE VINEYARDS, INC.

INTO

TALLTREE BRANDS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

J. BRYAN SEP - 3 2002

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLRA WINE, INC. A FLORIDA ENTITY, #P00000042963

TALLTREE VINEYARDS, INC., A FLORIDA ENTITY, #P98000079316

INTO

TALLTREE BRANDS LLC, a Florida entity, L02000009705

File date: September 3, 2002

Corporate Specialist: Joey Bryan

Account number: 072100000032

Amount charged: 125.00

ARTICLES OF MERGER
OF
GLRA WINE, INC.
AND
TALLTREE VINEYARDS, INC.
INTO
TALLTREE BRANDS LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The following Articles of Merger (these "Articles of Merger") are submitted in accordance with the Florida Business Corporation Act and Florida Limited Liability Company Act, pursuant to Sections 607.1109 and 608.4382, Florida Statutes:

1. The names, jurisdictions, and document numbers of the two (2) merging corporations (collectively the "Merging Corporations") are as follows:

| <u>Names of Merging Corporations</u> | <u>Jurisdictions</u> | <u>Document Numbers</u> |
|--------------------------------------|----------------------|-------------------------|
| GLRA Wine, Inc. | Florida | P00000042963 |
| Talltree Vineyards, Inc. | Florida | P98000079316 |

2. The name, jurisdiction, and document number of the surviving limited liability company (the "Surviving Limited Liability Company") into which the Merging Corporations plan to merge is as follows:

| <u>Name of Surviving Limited Liability Company</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| Talltree Brands LLC | Florida | L02000009705 |

3. The Plan of Merger (the "Plan of Merger") setting forth the terms and conditions of the merger is attached to these Articles of Merger and incorporated herein by reference.

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TALLAHASSEE, FLORIDA

4. The Plan of Merger was approved by the Merging Corporations and the Surviving Limited Liability Company in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

5. The merger shall be effective as of the date and time these Articles of Merger are filed with the Florida Department of State.

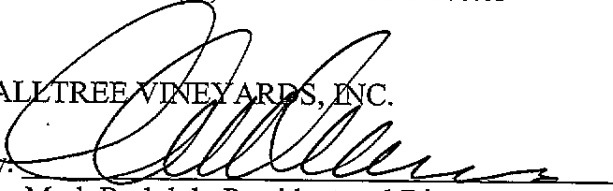
IN WITNESS WHEREOF, the undersigned Merging Corporations and Surviving Limited Liability Company have executed these Articles of Merger on this 30th day of August, 2002.

MERGING CORPORATIONS:

GLRA WINE, INC.

By: 
Mark Rudolph, President and Director

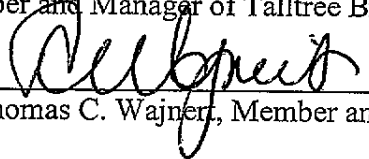
TALLTREE VINEYARDS, INC.

By: 
Mark Rudolph, President and Director

SURVIVING LIMITED LIABILITY COMPANY:

TALLTREE BRANDS LLC

By: TNT CAPITAL GROUP, LLC, as Sole Member and Manager of Talltree Brands LLC

By: 
Thomas C. Wajner, Member and Manager

PLAN OF MERGER
OF
GLRA WINE, INC.
AND
TALLTREE VINEYARDS, INC.
INTO
TALLTREE BRANDS LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This sets forth the terms of a Plan of Merger (this "Plan of Merger") adopted and submitted in accordance with the Florida Business Corporation Act and Florida Limited Liability Company Act, pursuant to Sections 607.1108 and 608.438, Florida Statutes:

1. The names, jurisdictions, and document numbers of the two (2) merging corporations (collectively the "Merging Corporations") are as follows:

| <u>Names of Merging Corporations</u> | <u>Jurisdictions</u> | <u>Document Numbers</u> |
|--------------------------------------|----------------------|-------------------------|
| GLRA Wine, Inc. | Florida | P00000042963 |
| Talltree Vineyards, Inc. | Florida | P98000079316 |

2. The name, jurisdiction, and document number of the surviving limited liability company (the "Surviving Limited Liability Company") into which the Merging Corporations plan to merge is as follows:

| <u>Name of Surviving Limited Liability Company</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| Talltree Brands LLC | Florida | L02000009705 |

3. Mark Rudolph is the sole shareholder of the Merging Corporations. As of the Effective Date (defined below), all of the issued and outstanding shares of common stock of the Merging Corporations shall be cancelled, and Mark Rudolph shall be issued a fifty percent (50%) membership interest in the Surviving Limited Liability Company. After the merger, the total issued and outstanding membership interests of the Surviving Limited Liability Company shall be as follows:

| <u>Names of Members of Surviving Limited Liability Company</u> | <u>Membership Interests</u> |
|--|-----------------------------|
| TNT Capital Group, LLC | 50% |
| Mark Rudolph | 50% |

4. The Surviving Limited Liability Company is managed by one or more managers. As of the Effective Date, the names and addresses of the managers of the Surviving Limited Liability Company shall be as follows:

| <u>Names of Managers of Surviving Limited Liability Company</u> | <u>Addresses</u> |
|---|---|
| TNT Capital Group, LLC | 425 Germain Avenue Naples, Florida 34108 |
| Mark Rudolph | 424 Panay Avenue Naples, Florida 34113 |

5. The merger of the Merging Corporations into the Surviving Limited Liability Company shall be effective as of the date and time the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

6. This Plan of Merger was approved by the sole director of the Merging Corporations and the sole manager of the Surviving Limited Liability Company on August 30, 2002. Thereafter, the sole director and sole manager recommended and submitted this Plan of Merger to the sole shareholder of the Merging Corporations and the sole member of the Surviving Limited Liability Company for approval. The sole shareholder of the Merging Corporations and the sole member of the Surviving Limited Liability Company approved and adopted this Plan of Merger on August 30, 2002.

IN WITNESS WHEREOF, the undersigned Merging Corporations and Surviving Limited Liability Company have executed this Plan of Merger on this 30th day of August, 2002.

MERGING CORPORATIONS:

GLRA WINE, INC.

By: 

Mark Rudolph, President and Sole Director

TALLTREE VINEYARDS, INC.

By: 

Mark Rudolph, President and Sole Director

SURVIVING LIMITED LIABILITY COMPANY:

TALLTREE BRANDS LLC

By: TNT CAPITAL GROUP, LLC, as Sole
Member and Manager of Talltree Brands LLC

By: 

Thomas C. Wajnert, Member and Manager