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April 29, 2002

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/08/02--01025--012
*****90.00 *****90.00

Re: SIMHI, L.L.C.

To Whom it may concern:

Enclosed is our trust account check number 9982 in the amount of \$90.00 for filing the enclosed Articles of Merger and a certified copy of the filing.

If you need anything further, please do not hesitate to contact us.

Sincerely,

Aimee Pessolano
Aimee Pessolano, CLA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -1 PM 12:12

FILED

AP
Enclosures

F:\AJPSimkins\simhi llc filing ltr2.wpd

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FF \$160.00
CC 30.00

ARTICLES OF MERGER

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 for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. SIMHI, INC., a Florida Corporation 11900 Biscayne Blvd., #801 North Miami, FL 33181	Florida	Florida Corporation

Florida Document/Registration No.: P010000103965

FEI No.: Applied for

2. SIMHI, L.L.C. 11900 Biscayne Blvd., #801 North Miami, FL 33181	Florida	Limited Liability Company
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Florida Document/Registration No.: L02000009925

FEI No.: Applied for

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>
SIMHI, L.L.C. 11900 Biscayne Blvd., #801 North Miami, FL 33181	Florida	Limited Liability Company

Florida Document/Registration No.: L02000009925

FEI No.: Applied for

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

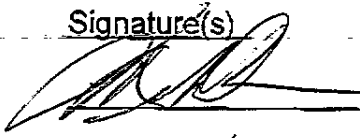

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of:

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

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

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
SIMHI, INC.		MICHAEL A. AMBROSIO, Vice President
SIMHI, L.L.C.		MICHAEL A. AMBROSIO, Vice President of Simkins Industries, Inc., Sole Member

FILED

02 MAY -1 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

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

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

<u>Name:</u>	<u>Jurisdiction</u>
1. SIMHI, INC., a Florida Corporation	Florida
2. SIMHI, L.L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
SIMHI, L.L.C.	Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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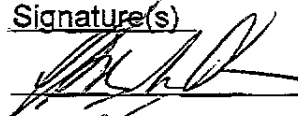

THIRD: The terms and conditions of the merger are as follows:

Each share of SIMHI, INC., shall be surrendered and the separate existence of SIMHI, INC., shall cease and shall be fully vested in SIMHI, L.L.C., together with all the rights, principles, immunities, power and franchises of SIMHI, INC., but subject to all of the liabilities, disabilities, obligations and duties of SIMHI, INC.

FOURTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

Simkins Industries, Inc.
11900 Biscayne Blvd., Suite 801
North Miami, Florida 33181

FIFTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
SIMHI, INC.		MICHAEL A. AMBROSIO, Vice President
SIMHI, L.L.C.		MICHAEL A. AMBROSIO, Vice President of Simkins Industries, Inc., Sole Member

ARTICLES OF MERGER
Merger Sheet

MERGING:

SIMHI, INC., a Florida entity, P010000103965

INTO

SIMHI, L.L.C., a Florida entity, L02000009925

File date: May 1, 2002

Corporate Specialist: Tammi Cline