

L02000010759

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

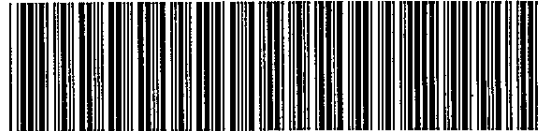
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100020521721

06/13/03--01020--006 **78.75

07/03/03--01012--011 **11.25

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 JUL - 3 PM 3:21

10/1

JAMES A. BARKS
ATTORNEY AT LAW
SUITE B
1120 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1467

June 10, 2003

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$78,275, Articles of Merger, and copy of same.

Amounts on the enclosed check are broken down as follows:

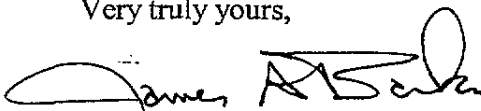
\$70.00 - Filing fee (\$35.00 per corporation)

\$8.75 - Certified copy of Articles of Merger

Please file the enclosed Articles of Merger and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/vam
Enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 19, 2003

JAMES A. BARKS, ATTORNEY AT LAW
SUITE B
1120 WEST FIRST STREET
SANFORD, FL 32771

SUBJECT: Q G INVESTMENTS, LLC
Ref. Number: L02000010759

We have received your document for Q G INVESTMENTS, LLC and check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$11.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Because the filing fees are based on the type of entities involved, as well as which entity is the survivor, the fees for this filing are as follows: \$35 for the corporation, \$25 for the limited liability company, and \$30 for the certified copy of the merger.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 203A00037733

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JAMES A. BARKS
ATTORNEY AT LAW
SUITE B
1120 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1467

June 26, 2003

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

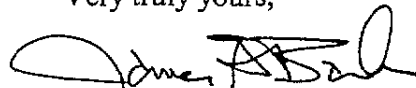
Re: Q G Investments, LLC
Reference Number: L02000010759

Gentlemen:

Pursuant to your letter (copy enclosed), my check payable to your order in the amount of \$11.25 is enclosed herein.

Once the merger is filed, kindly forward to me the certified copy. Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/vam

Enclosure

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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:

1.	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	Q G Investments, LLC 270 Waymont Court Suite 110 Lake Mary, Florida 32746	Florida	Limited Liability
	Florida Document/Registration Number: L02000010759 FEI Number: <u>010750880</u>		

2.	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	QG INVESTMENTS, INC. 270 Waymont Court Suite 110 Lake Mary, Florida 32746	Florida	Profit
	Florida Document/Registration Number: P98000099673 FEI Number: 59 3551789		

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>
Q G Investments, LLC 270 Waymont Court Suite 110 Lake Mary, Florida 32746	Florida	Limited Liability
Florida Document/Registration Number: L02000010759 FEI Number: <u>010750880</u>		

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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 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

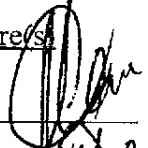

OR

____ (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.

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ELEVENTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
QG INVESTMENTS, LLC		Mehbub Manji, Manager
QG INVESTMENTS, INC.		Mehbub Manji, Director

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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>
Q G INVESTMENTS, LLC	Florida
QG INVESTMENTS, INC.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Q G INVESTMENTS, LLC	Florida

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

On the effective date of the merger, the separate existence of QG Investments, Inc. (the absorbed corporation) shall cease, and Q G Investments, LLC (the surviving limited liability company) shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal, and mixed of the absorbed corporations, without the necessity for any separate transfer. The surviving limited liability company shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other such 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:

The current stock ownership/units of equity interest of the merging corporation and limited liability company is as follows:

Q G Investments, LLC	
Mehbub Manji	100 Units
QG Investments, Inc.	
Mehbub Manji	100 Shares

Each share of common stock of QG Investments, Inc. shall be converted into one unit of equity interest, resulting in the following ownership in the surviving limited liability company:

Q G Investments, LLC	
Mehbub Manji	200 Units

The conversion shall be effected as follows:

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving limited liability company or its duly appointed agent, in the manner that the surviving limited liability company shall legally require. On receipt of the share certificates, the surviving limited liability company shall issue and exchange certificates for units of equity interest in the surviving limited liability company.

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 as follows:

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:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

SIXTH: 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 are as follows:

MEHBUB MANJI
270 Waymont Court
Suite 110
Lake Mary, Florida 32746

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

N/A

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

N/A

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