

L02000012860

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

VENTURE CAPITAL GROUP, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 30 AM 10:03

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\$60.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

VENTURE CAPITAL GROUP, INC., A FLORIDA ENTITY, P96000033681

into

VENTURE CAPITAL GROUP, LLC, a Florida entity L02000012860

File date: May 30, 2002

Corporate Specialist: Trevor Brumbley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

of

VENTURE CAPITAL GROUP, INC.
a Florida corporation

and

VENTURE CAPITAL GROUP, LLC
a Florida limited liability company

Pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **VENTURE CAPITAL GROUP, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, the existence of which will cease, and **VENTURE CAPITAL GROUP, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.

2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The Agreement and Plan of Merger was approved and adopted by (i) the Board of Directors and Shareholders of the Disappearing Corporation, and (ii) the Manager and Members of the Surviving Entity, by written consents dated as of May 28, 2002.

4. The Surviving Entity will continue to exist under the name "**VENTURE CAPITAL GROUP, LLC**" pursuant to the provisions of the laws of the State of Florida.

(Signatures appear on the following page)

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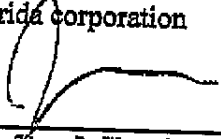
P.3

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(Signature page to Articles of Merger)

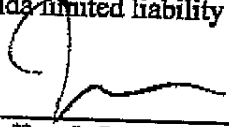
DISAPPEARING ENTITY:

VENTURE CAPITAL GROUP, INC.,
a Florida corporation

By: 
Jeffrey I. Sherrin, President

SURVIVING ENTITY:

VENTURE CAPITAL GROUP, LLC,
a Florida limited liability company

By: 
Jeffrey I. Sherrin, Manager

APPROVAL
AND
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TALLAHASSEE, FLORIDA

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EXHIBIT "A"

Agreement and Plan of Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER
OF
VENTURE CAPITAL GROUP, INC.
a Florida corporation
and
VENTURE CAPITAL GROUP, LLC
a Florida limited liability company**

THIS AGREEMENT AND PLAN OF MERGER by and between **VENTURE CAPITAL GROUP, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, and **VENTURE CAPITAL GROUP, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporation and the manager and members of said limited liability company:

WITNESSETH:

WHEREAS, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors and Shareholders of the Disappearing Entity and the Manager and the Members of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the Shareholders and Members of both entities; and

WHEREAS, the Directors and Shareholders of the Disappearing Entity and the Manager and the Members of the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree to as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.
2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act shall be duly executed by the appropriate officers of the Disappearing Entity and the Manager of the Surviving Entity, and shall be filed with the Florida Department of State.
3. The Surviving Entity shall continue its existence under the name of "**VENTURE CAPITAL GROUP, LLC**" pursuant to the provisions of the Florida Limited Liability Company Act.

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4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Upon the filing of Articles of Merger, the issued and outstanding shares of capital stock of the Disappearing Entity shall be canceled and retired and cease to exist, and in exchange therefor the shareholders shall receive membership interests in the Surviving Entity, with each shareholder of the Disappearing Entity to receive the same percentage ownership interest in the Surviving Entity as such shareholder's ownership percentage of the issued and outstanding shares of capital stock of the Disappearing Entity immediately prior to the merger. The presently issued and outstanding membership interests of the Surviving Entity shall not, as a result of the merger, be converted or exchanged in any manner nor shall any consideration be paid therefor.

6. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

7. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

8. The Manager of the Surviving Entity upon the effective date of the merger shall continue to be the Manager of the Surviving Entity.

9. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Disappearing Entity and the Manager of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

11. This Agreement and Plan of Merger may be amended with the approval of the Board of Directors of the Disappearing Entity and the Manager of the Surviving Entity at any time prior to the filing of Articles of Merger with the Florida Department of State; provided that any amendment made subsequent to the adoption of this Agreement and Plan of Merger by the Board of Directors of the Disappearing Entity or the Manager of the Surviving Entity shall not (a) alter or change any term of the Articles of Organization or Operating Agreement of the Surviving Entity or (b) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the holders of membership interests of the Surviving Entity or capital stock of the Disappearing Entity.

12. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

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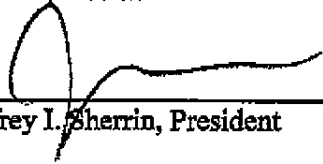
13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. The name and business address of the Manager of the Surviving Entity is Jeffrey I. Sherrin, 1725 University Drive, Suite 450, Coral Springs, Florida 33071.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the date first above written.

This Agreement and Plan of Merger is effective as of the date of filing with the Florida Department of State.

VENTURE CAPITAL GROUP, INC.,
a Florida corporation

By: 
Jeffrey I. Sherrin, President

VENTURE CAPITAL GROUP, LLC,
a Florida limited liability company

By: 
Jeffrey I. Sherrin, Manager

ATTACHED
AND
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02 MAY 30 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA