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Division of Corporations

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MERGER OR SHARE EXCHANGE

JAXOFFICES 300, LLC

Certificate of Status	0
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\$ 60.00

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JAXOFFICES 300, INC. A FLORIDA ENTITY #P01000073180

into

JAXOFFICES 300, LLC, a Florida entity L02000016517

File date: July 1, 2002

Corporate Specialist: Joey Bryan

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ARTICLES OF MERGER
OF
JAXOFFICES 300, INC.
AND
JAXOFFICES 300, LLC

Pursuant to Sections 607 and 608 of the Florida Statutes, the entities described herein, desiring to effect a merger, set forth the following:

ARTICLE I

P01000073180

The name of the entity planning to merge is JAXOFFICES 300, INC., a Florida corporation (the "Merged Entity").

ARTICLE II

L02000016517

The name of the entity into which the Merged Entity plans to merge is JAXOFFICES 300, LLC, a Florida limited liability company (the "Surviving Entity").

ARTICLE III

The Plan of Merger (the "Plan"), containing the information required by Sections 608.438(3) and 607.1108(3) of the Florida Statutes, is set forth in Exhibit "A", which is attached hereto and made a part hereof as required by Sections 607.1109 and 608.4382(1)(a) of the Florida Statutes.

ARTICLE IV

The Plan was approved by the Surviving Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes (Florida Limited Liability Company Act). The Plan was unanimously approved by all members of the Surviving Entity on June ~~28~~ 2002.

ARTICLE V

The Plan was approved by the Merged Entity in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (Florida Business Corporation Act). The Plan was unanimously approved by the directors and the shareholders of the Merged Entity on June ~~28~~ 2002.

ARTICLE VI

These Articles of Merger will be effective on July 1, 2002.

[Signatures Follow]

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Date: June 28, 2002..

Surviving Entity:

JAXOFFICES 300, LLC,
a Florida limited liability company

By: 

Giorgio Azzalin, President

Merged Entity:

JAXOFFICES 300, INC.

By: 

Giorgio Azzalin, President

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EXHIBIT A
PLAN OF MERGER

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PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of this the 28th day of June, 2002 by and between JAXOFFICES 300, INC., a Florida corporation (the "Merged Entity") and JAXOFFICES 300, LLC, a Florida limited liability company (the "Surviving Entity").

RECITALS

All of the members of the Surviving Entity and all of the directors and shareholders of the Merged Entity have determined that it is advisable and in the best interests of their respective entity that the Merged Entity be merged with and into the Surviving Entity (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I The Merger

On the Effective Date (as defined in Article V hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with Section 608.438 of the Florida Statutes, and the separate existence of the Merged Entity shall cease and the Surviving Entity shall thereafter continue as the surviving company under the laws of the State of Florida.

ARTICLE II The Surviving Corporation

1. On the Effective Date, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Organization of the Surviving Entity, until thereafter amended.
2. On the Effective Date, the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Date, shall continue to be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed.
3. On the Effective Date, the members of the Surviving Entity shall continue to be the members of the Surviving Entity until additional members are added or substituted.
4. The Surviving Entity is to be managed by its managers, Giorgio Azzalin and Cesare Micheli, who have business addresses at 12276-111 San Jose Boulevard, Jacksonville, Florida 32223.

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ARTICLE III

Manner and Basis of Converting Ownership Interests

1. On the Effective Date, all shares of capital stock of the Merged Entity which shall be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional shares of capital stock in the Merged Entity, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of the Merged Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean July 1, 2002.

ARTICLE VI

Amendment, Modification and Termination

The members of the Surviving Entity and the shareholders of the Merged Entity may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

[END OF DOCUMENT]