

LD20000017703



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2002 JUL 16 PM 2:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 661493 4362770
AUTHORIZATION : *Patricia Pijuta*
COST LIMIT : \$ 90.00

ORDER DATE : July 12, 2002

ORDER TIME : 4:17 PM

ORDER NO. : 661493-010

9000006440979--1

CUSTOMER NO: 4362770

CUSTOMER: Michael Male, Esq.
Michael H. Male, P.a.
Suite 303
3250 Mary Street
Miami, FL 33133

ARTICLES OF MERGER

M GROUP USA, INC.
M GROUP USA, LLC

INTO

M GROUP USA, LLC

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02 JUL 16 AM 8:45
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS: _____

J. BRYAN JUL 16 2002

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

M GROUP USA, INC. A FLORIDA ENTITY, #P99000076228

INTO

M GROUP USA, LLC, a Florida entity, L02000017703

File date: July 16, 2002

Corporate Specialist: Joey Bryan

Account number: 072100000032

Amount charged: 90.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1108, 608.4382, and/or 620.203, Florida Statutes.

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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> |
|----|--|---------------------|---------------------------|
| | M Group USA, Inc.
3451 Executive Way
Miramar, FL 33025 | Florida | Corporation |
| | Florida Document/Registration Number: P99000076228 FEI Number: 59-3598191 | | |
| 2 | M Group USA, L.L.C.
3451 Executive Way
Miramar, FL 33025 | Florida | Limited Liability Company |

Florida Document/Registration Number: L02000017703 FEI Number: 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>
M Group USA, L.L.C. 3451 Executive Way Miramar, FL 33025	Florida	Limited Liability Company

Florida Document/Registration Number: L02000 017703 FEI Number: Applied for


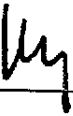
THIRD: The attached Plan of Merger meets the requirements of section(s) 607-1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: 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.

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

SIXTH: The merger shall become effective as of the date the Articles of Merger are files with the Florida Department of State.

Name of Entity	Signature(s)	Typed or Printed Name of Individual
M Group USA, Inc.		Alan I. Weiselberg, President
M Group USA, L.L.C.		Alan I. Weiselberg As Manager of ICON HOLDINGS, LLC the sole member of M Group USA, L.L.C.

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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, as well as being adopted and approved by ICON HOLDINGS, LLC, 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>
M Group USA, Inc.	Florida
M Group USA, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
M Group USA, LLC	Florida

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

1. The effective date and time of the merger of M Group USA, Inc., a Florida corporation (the "Disappearing Entity"), with and into M Group USA, LLC, a Florida limited liability company, with M Group USA, LLC being the surviving entity in the merger (the "Surviving Entity"), shall be upon the filing article of merger to the Department of State of Florida.
2. Each member interest in the Surviving Entity immediately prior to the Effective Date, by virtue of the merger and without any action upon the part of the holder thereof, shall remain unchanged after the Effective Date of the merger. Each share of capital stock of the Disappearing Entity issued and outstanding at the Effective Date of the merger shall, by virtue of the merger and without any action upon the part of the holder thereof, no longer be issued and outstanding and shall be converted into a member interest in the ICON HOLDINGS, LLC, a Florida limited liability company, the sole owner of the membership interests of the Surviving Company, equal to the percentage of the total shares of capital stock of the Disappearing Entity outstanding as of the Effective Date that is represented by one share of capital stock of the Disappearing Entity; so that after the merger the percentage membership interest of each former shareholder of the Disappearing Entity in ICON HOLDINGS, LLC shall be the same as such former shareholder's percentage of stock in the Disappearing Entity.

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3. No changes to the Articles of Organization of the Surviving Entity will be effected to the merger.
4. If, at any time after the Effective Date of the merger, the Surviving entity shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the surviving Entity, title to and possession of any property or right of the Disappearing Entity acquired or to be acquired by reason of, or as a result of, the merger, or (b) otherwise to carry out the purposes of this Plan of Merger, the Disappearing Entity and its proper officers and directors shall be deemed to have granted hereby to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property rights in the Surviving entity and otherwise to carry out the purpose of this Plan of Merger; and the proper representatives of the Surviving Entity are, and each of them acting separately is, fully authorized in the name if the Disappearing entity or otherwise to take any and all such action.

FOURTH: The Surviving Entity is a limited liability company managed by its member, and the name and address of the managing member is ICON HOLDINGS, LLC, at 3451 Executive Way, Miramar, FL 33025.

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