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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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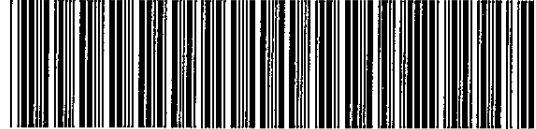
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE
10/7/05

FILED
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DIVISION OF CORPORATIONS
05 OCT -7 PM 2:37

Morgan

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FF \$50

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October 7, 2005

VIA FACSIMILE 850-245-6030
AND FEDERAL EXPRESS

Division of Corporations
Attn: Brenda Tadlock
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: PN, LLC - Document No. L03000002743

Dear Brenda:

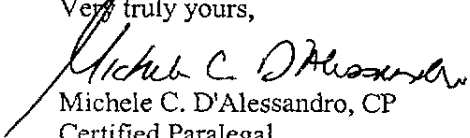
Enclosed please find the following documents for filing with your office:

1. Plan and Agreement of Reorganization by Merger of Identification.com, LLC, a Florida Limited Liability Company, Into PN, LLC, a Delaware Limited Liability Company, Under the Name of PN, LLC, a Delaware Limited Liability Company; and
2. Articles of Merger of Identification.com, LLC, a Florida Limited Liability Company, Into PN, LLC, a Delaware Limited Liability Company.

Please note that the effective date of the merger is October 7, 2005. I have also enclosed our firm's check no. 1236 in the amount of \$50.00 representing your filing fees.

Thank you for your anticipated attention to this matter. Of course, please contact me if you have any questions.

Very truly yours,


Michele C. D'Alessandro, CP
Certified Paralegal

MCD/
Enclosures

cc: Paul Niedermeyer (via email w/encl.)
Scott R. Austin, Esq. (via email w/encl.)

ARTICLES OF MERGER
OF
IDENTIFICATION.COM, LLC, a Florida Limited Liability Company,
INTO
PN, LLC, a Delaware Limited Liability Company,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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L02-19034
EFFECTIVE DATE
10/7/05

ARTICLES OF MERGER between IDENTIFICATION.COM, I.L.C., a Florida Limited Liability Company having a street address of its principal office of 4401 N Federal Hwy, Suite 202, Boca Raton, FL 33431, having Florida Document Number L0200019034 and Federal Employer Identification Number 721533115 (the "MERGING PARTY") and PN, LLC, a Delaware limited liability company having a street address of its principal office of 4401 N Federal Hwy, Suite 202, Boca Raton, FL 33431 (the "SURVIVING PARTY").

In accordance with Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes (the "Act") the MERGING PARTY and the SURVIVING PARTY submit and adopt the following Articles of Merger.

1. The Plan of Merger dated October 4, 2005 ("Plan of Merger") setting forth the terms and conditions of the merger of the MERGING PARTY into the SURVIVING PARTY was approved and adopted by the sole manager and all of the members of IDENTIFICATION by written consent dated October 4, 2005, and was adopted by the sole manager and all of the members of the SURVIVING PARTY by written consent dated October 4, 2005, all in accordance with the Act.
2. The Plan of Merger is attached to these Articles as Exhibit "A" and incorporated by reference as if fully set forth herein.
3. The date and time of the effectiveness of the Merger shall be on October 7, 2005.
4. The laws of the State of Florida, the jurisdiction of organization of the MERGING PARTY, permit the merger contemplated by the Plan of Merger, and the laws of the State of Florida, the jurisdiction of organization of the SURVIVING PARTY, upon fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Florida, will have been complied with.
5. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement or articles of organization of any limited liability company that is a party to the merger.
6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

[THIS SPACE INTENTIONALLY BLANK; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have set their hands this 4th day of October 2005.

MERGING PARTY:

IDENTIFICATION.COM, LLC
a Florida limited liability company

By: 
PAUL NIEDERMEYER, President

SURVIVING PARTY:

PN, LLC
a Delaware limited liability company

By: 
PAUL NIEDERMEYER, President

PLAN AND AGREEMENT OF REORGANIZATION
BY MERGER OF
IDENTIFICATION.COM, LLC, a Florida Limited Liability Company,
INTO
PN, LLC, a Delaware Limited Liability Company,
UNDER THE NAME OF
PN, LLC, a Delaware Limited Liability Company

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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This is a Plan and Agreement of Merger ("Plan") of IDENTIFICATION.COM, LLC, a Florida Limited Liability Company having a street address of its principal office of 4401 N Federal Hwy, Suite 202, Boca Raton, FL 33431, Florida, 33401, having Florida Document Number L0200019034 and Federal Employer Identification Number 721533115 (the "MERGING PARTY") and PN, LLC, a Delaware limited liability company having a street address of its principal office of 4401 N Federal Hwy, Suite 202, Boca Raton, FL 33431 (the "SURVIVING PARTY" and collectively with the MERGING PARTY, the "PARTIES"). The Plan is adopted in accordance with Section 608.4382 of the Florida Statutes as follows:

1. Merger. IDENTIFICATION.COM, LLC shall be merged with and into PN, LLC, to exist and be governed by the laws of the State of Delaware. The name of the SURVIVING PARTY shall be PN, LLC.
2. Articles of Organization. The Articles of Organization of the SURVIVING PARTY, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the SURVIVING PARTY from and after the Effective Date until further amended as permitted by law.
3. Distribution to Members of the MERGING PARTY. The members holding units of membership interests ("Units") of the MERGING PARTY will surrender all of their Units in the manner hereinafter set forth. In exchange for the Units of the MERGING PARTY surrendered by each of its members, the SURVIVING PARTY will issue and transfer to these members, Units of the SURVIVING PARTY on the following basis: upon the Effective Date, each Unit of each series and class of the MERGING PARTY that shall be issued and outstanding at that time shall without more be converted into and exchanged for an equal number of Units of the same respective series and class of the SURVIVING PARTY as that surrendered by the member of the MERGING PARTY in accordance with this Plan. Each Unit of the SURVIVING PARTY that is issued and outstanding on the Effective Date shall continue as outstanding Units of SURVIVING PARTY's membership interests in the same series and class.
4. Satisfaction of Rights of MERGING PARTY Members. All Units of SURVIVING PARTY into which Units of MERGING PARTY shall have been converted and become exchangeable under this Plan shall be deemed to have been paid in full satisfaction of such converted Units.

5. Fractional Shares. Fractional Units of SURVIVING PARTY membership interests shall not be issued.

6. Effect of Merger. On the Effective Date, the separate existence of the MERGING PARTY shall cease, and the SURVIVING PARTY shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of the MERGING PARTY and shall be subject to all the debts, restrictions, liabilities, disabilities, and duties of the MERGING PARTY in the same manner as if the SURVIVING PARTY had itself incurred them. The SURVIVING PARTY will carry on business with the assets of the MERGING PARTY, as well as with the assets of the SURVIVING PARTY. All rights of creditors and all liens on the property of the MERGING PARTY shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

7. SURVIVING PARTY Manager. The sole Manager of the SURVIVING PARTY is Paul Niedermeyer and his address is 102 NE 2nd Street, PMB #171, Boca Raton, FL 33432.

8. Supplemental Action. If at any time after the Effective Date the SURVIVING PARTY shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the SURVIVING PARTY or the MERGING PARTY, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the SURVIVING PARTY, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the SURVIVING PARTY, or to otherwise carry out the provisions of this Plan.

9. Filing with the Florida Secretary of State and Effective Date. Upon the Effective Date, as provided in the Articles of Merger of which this Plan is a part, the MERGING PARTY and the SURVIVING PARTY shall cause their respective President (or Vice President) to execute the Articles of Merger in the form of those to which this Plan is Attached and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, the Articles of Merger shall be delivered for filing by the SURVIVING PARTY to the Florida Department of State. In accordance with s. 608.4382 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be October 7, 2005.

10. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the PARTIES which is, or the members of which are, entitled to the benefit thereof by action taken by the Manager(s) of such party, or may be amended or modified in whole or in part at any time before the vote of the members of the PARTIES by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 608.4382 of the Act.

11. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Manager(s) of all of the PARTIES, notwithstanding favorable action by the members of the respective PARTIES.

IN WITNESS WHEREOF, the parties have set their hands this 4th day of October, 2005.

MERGING PARTY:

IDENTIFICATION.COM, LLC
a Florida limited liability company

By: 
PAUL NIEDERMEYER, President

SURVIVING PARTY:

PN, LLC
a Delaware limited liability company

By: 
PAUL NIEDERMEYER, President