

LO2000032382

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

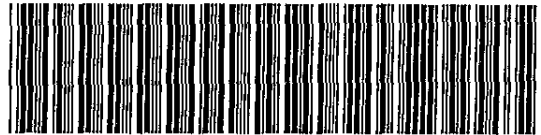
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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Tallahassee Office

1501 Park Avenue East
Tallahassee, Florida 32301
(850) 878-2411 - Telephone
(850) 878-1230 - Facsimile
e-mail: ldhlaw@nettally.com

IGLER &
DOUGHERTY, P.A.

ATTORNEYS AT LAW

REPLY TO: TAMPA OFFICE

Tampa Office

500 North Westshore Boulevard
Suite 1010
Tampa, Florida 33609
(813) 289-1020 - Telephone
(813) 289-1070 - Facsimile
e-mail: ldhlaw1@mindspring.com

December 24, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Merger of Berlin Financial, L.L.C. and Berlin Financial, Ltd.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Share Exchange and Plan of Share Exchange for the above referenced Florida limited liability company.

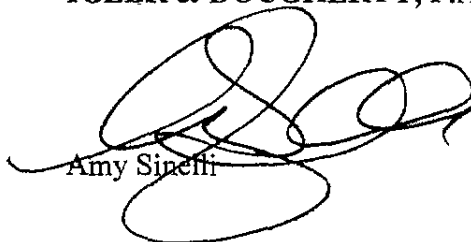
Also enclosed, please find our check in the amount of \$50.00 representing the following:

Filing Fee (\$25.00 per company)	\$50.00
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Please advise should you require further information.

Sincerely,

IGLER & DOUGHERTY, P.A.



Amy Sinelli

Enclosures
AES/lmr

Tallahassee Office

1501 Park Avenue East
Tallahassee, Florida 32301
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DOUGHERTY, P.A.**

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e-mail: ldhlaw1@mindspring.com

January 6, 2003

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Diane Cushing

RE: Merger of Berlin Financial, L.L.C. and Berlin Financial, Ltd.

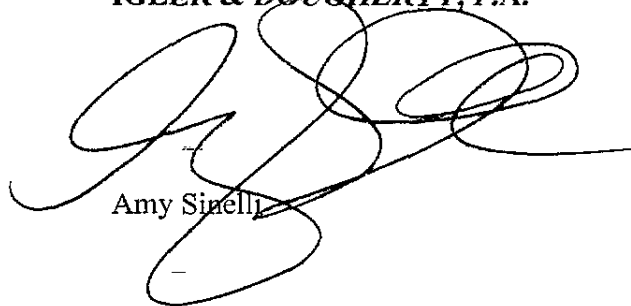
Dear Ms. Cushing:

Enclosed please find the original Articles of Merger and Plan of Merger for the above referenced Florida limited liability company. All references to Share Exchange have been removed pursuant to your instructions. Also enclosed is the Federal Express tracking information demonstrating that the filing was first received by your offices on December 26, 2002. As per our conversation, please date the merger effective that on that date.

Please advise should you require further information.

Sincerely,

IGLER & DOUGHERTY, P.A.



Amy Sinelli

Enclosures
AES/lmr



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 31, 2002

AMY SINELLI
IGLER & DOUGHERTY, P.A.
500 NORTH WESTSHORE BLVD., STE 1010
TAMPA, FL 33609

SUBJECT: BERLIN FINANCIAL, L.L.C.
Ref. Number: L02000032382

We have received your document for BERLIN FINANCIAL, L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We do not file Articles of Share Exchange or Plan of Share Exchange. Please use the attached forms with meets all of our requirements.

Please return your document, along with 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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 802A00067974

ARTICLES OF MERGER
Merger Sheet

MERGING:

BERLIN FINANCIAL, LTD., A NON QUALIFIED OHIO LIMITED LIABILITY
COMPANY

,

into

BERLIN FINANCIAL, L.L.C., a Florida limited liability company L02000032382

File date: December 26, 2002

Corporate Specialist: Diane Cushing

**ARTICLES OF MERGER
OF
BERLIN FINANCIAL, LTD.,
an Ohio Limited Liability Company
INTO
BERLIN FINANCIAL, L.L.C.,
a Florida Limited Liability Company**

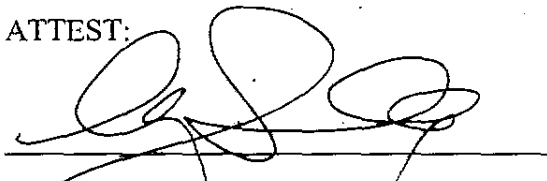
ARTICLES OF MERGER between Berlin Financial Ltd., an Ohio limited liability company ("BFL - Ohio"), and Berlin Financial, L.L.C., a Florida limited liability company ("BFL - Florida").

Pursuant to §608.4381 of the Florida Limited Liability Company Act (the "Act"), BFL-Ohio and BFL-Florida adopt the following Articles of Merger

1. The Plan of Merger dated December 23 2002 ("Plan of Merger") between BFL-Ohio and BFL-Florida was approved and adopted by the members of BFL-Ohio on December 23 2002, and by the members of BFL-Florida on December 23 2002.
2. Pursuant to the Plan of Merger all issued and outstanding membership interests of BFL-Ohio will be exchanged for membership interests in BFL-Florida.
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
4. Pursuant to §608.4382(1)(f) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 23 day of December, 2002.

ATTEST:

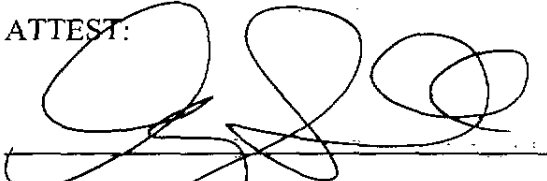


(Corporate Seal)

BERLIN FINANCIAL, LTD., an Ohio limited liability company

By: Thomas G. Berlin *Mgr.*
Thomas G. Berlin, Manager

ATTEST:



(Corporate Seal)

BERLIN FINANCIAL, L.L.C., a Florida limited liability company

By: Thomas G. Berlin *Mgr.*
Thomas G. Berlin, Manager

FILED
02 DEC 26 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER OF
BERLIN FINANCIAL, LTD.
INTO
BERLIN FINANCIAL, L.L.C.**

02 DEC 26 PM 1:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Plan of Merger was approved by the members of each of the undersigned limited liability companies in the manner prescribed by the Ohio Limited Liability Law and the Florida Limited Liability Company Act, respectively.

The Plan of Merger of Berlin Financial, Ltd., an Ohio limited liability company (BLF-OHIO), and Berlin Financial, L.L.C., a Florida limited liability company (BLF-FLORIDA), (collectively the Constituent Companies") pursuant to §608.4382, *Florida Statutes*, has been adopted for the purpose of merging them into one of such limited liability company. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §608.4381, *Florida Statutes et seq.*

1. Articles of Organization. The Articles of Organization of BLF-FLORIDA, as previously amended and in effect immediately before the Effective Date of the Plan (the "Effective Date") shall, without any changes, be the Articles of Organization of BLF-FLORIDA from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Constituent Companies. Upon the Effective Date, each of BLF-OHIO's membership interests that shall be issued and outstanding at that time shall without more be converted into and exchanged for membership interests of BLF-FLORIDA in accordance with this Plan. Each of BLF-FLORIDA's membership interests that is issued and outstanding on the Effective Date shall continue outstanding as BLF-FLORIDA's membership interests.

3. Satisfaction of Rights of BLF-OHIO Members. All of BLF-FLORIDA's membership interests into which BLF-OHIO's membership interests shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. Fractional Interests. Fractional interests of BLF-FLORIDA's membership interests will not be issued. Former holders of BLF-OHIO membership interests who would be entitled to receive fractional interests of BLF-FLORIDA's membership interests on the Effective Date shall receive cash in an amount determined by the Manager.

5. Effect of Merger. On the Effective Date, the separate existence of BLF-OHIO shall cease, and BLF-FLORIDA shall be fully vested in BLF-OHIO's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Chapter 608, *Florida Statutes*. BLF-FLORIDA shall be managed by Thomas G. Berlin at 460 Arbor View Lane, Venice, Fl 34292.

6. Supplemental Action. If at any time after the Effective Date, BLF-FLORIDA 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 BLF-FLORIDA or BLF-OHIO, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of BLF-FLORIDA, 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 BLF-FLORIDA, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, which shall be upon execution of this Plan by the Constituent Companies, BLF-OHIO and BLF-FLORIDA shall cause their respective Managers to execute Articles of Merger in the form attached to this Agreement 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, such Articles of Merger shall be delivered for filing by BLF-FLORIDA to the Florida Secretary of State. In accordance with 608.4381 Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the Members of which are, entitled to the benefit thereof by action taken by the Board of Managers of such Constituent Company, or may be amended or modified in whole or in part at any time before the vote of the Members of the Constituent Companies 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 Chapter 608 Florida Statutes.

9. 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 Boards of Managers of the Constituent Companies, notwithstanding favorable action by the Members of the respective Constituent Companies.

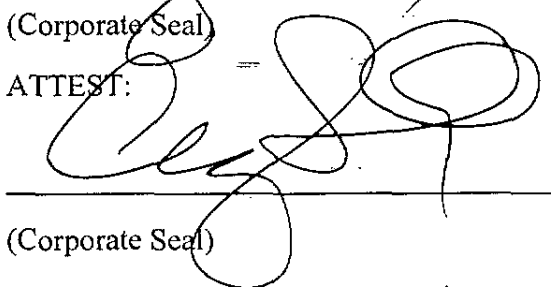
IN WITNESS WHEREOF, the parties have set their hands this 23 day of December, 2002.

ATTEST:



(Corporate Seal)

ATTEST:



(Corporate Seal)

BERLIN FINANCIAL, LTD., an Ohio
limited liability company

By:  My.
Thomas G. Berlin, Manager

BERLIN FINANCIAL, L.L.C., a Florida
limited liability company

By:  My.
Thomas G. Berlin, Manager

FILED
02 DEC 26 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA