FEB-27-2003 13:45 ALAN S. GASSMAN, P.A. 7274435829 P.01/07
Division of Corporations

L03000006888

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     Account Number : 075350000514
     Phone          : (727)442-1200
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MERGER OR SHARE EXCHANGE

VENTURE 2000+, L.L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

VENTURE 2000+, INC., A FLORIDA CORPORATION (P99000108600)

,

into

VENTURE 2000+, L.L.C., a Florida entity L03000006888

File date: February 27, 2003

Corporate Specialist: Diane Cushing

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.432, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
VENTURE 2000+, INC. 6529 Central Avenue St. Petersburg, FL 33710	Florida	Corporation
Florida Document/Registration No.:	FEI Number:	
P99000108600	59-3613397	

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SECOND: the exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
VENTURE 2000+, L.L.C. 6529 Central Avenue St. Petersburg, FL 33710	Florida	Limited Liability Company
Florida Document/Registration No.:	FEI Number:	
L03000006888	33-1045743	

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
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THIRD: The attached Plan and Agreement 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 and/or limited 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 attached Plan and Agreement of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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SEVENTH: 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 608.4384, Florida Statutes.

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

NINTH: The merger shall be effective as of the date of filing with the Secretary of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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VENTURE 2000+, L.L.C.

By: ____________________
ALAN S. GASSMAN

Its: Vice President and
Assistant Secretary

VENTURE 2000+, L.L.C.

By: ____________________
ALAN S. GASSMAN

Its: Authorized Representative/Member

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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 Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202, is being submitted in accordance with Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202.

FIRST: The exact name and jurisdiction of the merging party ("Merging Entity") is as follows:

Name	Jurisdiction
VENTURE 2000+, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

Name	Jurisdiction
VENTURE 2000+, L.L.C.	Florida

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

1. The Merging Entity shall be merged into the Surviving Entity.

2. The outstanding shares of Merging Entity shall be canceled without consideration.

3. The outstanding membership interests of Surviving Entity shall remain outstanding and are not affected by the merger.

4. Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.

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5. The effect of the merger and effective date of the merger shall be the date of filing with the Secretary of State.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merge party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

B The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the General Partner(s) are as follows (note: if the General Partner is not an individual, insert Florida Document/Registration Number):

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managing members, *the name(s) and address(es) of the managing member(s)* is as follows:

Walter P. Loebenberg
6520 Central Avenue
St. Petersburg, FL 33710

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, were incorporated are as follows:

N/A

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IN WITNESS WHEREOF, the parties have executed this Agreement of Merger, effective the 27 day of February 2003.

VENTURE 2000+, INC.

By: ___________________
ALAN S. GASSMAN
Its: Vice President and
Assistant Secretary

VENTURE 2000+, L.L.C.

By: ___________________
ALAN S. GASSMAN
Its: Authorized
Representative/Member

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