

L03000007860

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Account Number : 072720000214
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MERGER OR SHARE EXCHANGE

TOSCANACCIO, LLC

Certificate of Status	0
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Page Count	02
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* * * COMMUNICATION RESULT REPORT (MAR. 10. 2003 11:04AM) * * *

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 " " - 0383 - speak to Michele 3/10/03

From: Account Name : BECKER AND POLIAKOFF, P.A.
 Account Number : 072720000214
 Phone : (954) 364-6007
 Fax Number : (954) 985-4138

ARTICLES OF MERGER
Merger Sheet

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TALLAHASSEE, FLORIDA

MERGING: _____

TOSCANACCIO, INC. (P02000115946), A FLORIDA CORPORATION

INTO

TOSCANACCIO, LLC, a Florida entity, L03000007860.

File date: March 10, 2003

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER
OF
P'TOSCANACCIO, INC.
 (a Florida company)
INTO
TOSCANACCIO, LLC
 (a Florida limited liability company)

P02000115946
 L03000007860
 FILED
 MAR 10 2003
 STATE OF FLORIDA
 DEPARTMENT OF REVENUE

Pursuant to Sections 607.1109 and 608.4382 of the Florida Business Corporation Act and the Florida Limited Liability Company Act, respectively, the undersigned corporation and limited liability company adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** P'Toscanaccio, Inc., a Florida corporation ("INC") shall be merged with and into (the "Merger") Toscanaccio, LLC, a Florida limited liability company ("LLC"). INC and LLC are sometimes hereinafter collectively referred to as the "Constituent Entities." LLC shall be the surviving entity to the Merger (the "Surviving Entity").
2. **Articles of Organization.** The Articles of Organization of LLC, as same shall exist from and after the Effective Date, shall be the Articles of Organization of the Surviving Entity following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Organization of the Surviving Entity, shall constitute the Articles of Organization of the Surviving Entity separate and apart from these Articles of Merger.
3. **Succession.** On the Effective Date, LLC shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of INC, except insofar as it may be continued by operation of law, shall be terminated and cease.
4. **Effect of Merger.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Entities or their shareholders or members, each issued and outstanding shares of stock of INC shall be converted into a number of membership interests of the LLC which shall constitute forty percent (40%) of the outstanding membership interests of the LLC.

SECOND: The Merger shall be effective on the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").


THIRD: The Plan of Merger was adopted by the board of directors and sole shareholder of INC on the 5th day of March, 2003, and the sole member of LLC on the 5th day of March, 2003.

Robert J. Burnett, Esq.
 Florida Bar No. 0117978
 Becker & Poliakoff, P.A.
 3111 Stirling Road
 Ft. Lauderdale, FL 33312
 (954) 364-6007

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Signed this 5th day of March, 2003.

TOSCANACCIO, INC., a Florida corporation

By: 
Michele Puddu as sole director and officer
and individually as sole shareholder

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**TOSCANACCIO, LLC,
a Florida limited liability company
By its sole member Ponsard Holdings, LLC**

By: 
Jonathan Ponsard, Sole Member

Ponsard Holdings, LLC and Michele Puddu will be the managing members of the surviving entity. The business address of both Ponsard Holdings, LLC and Michele Puddu is 110 E. Broward Boulevard, Suite 1900, Ft. Lauderdale, FL 33301.

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