

Division of Corporations

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L03000012468

Florida Department of State
Division of Corporations
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Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
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Fax Number : (407) 843-4444

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MERGER OR SHARE EXCHANGE

KEEPER OF THE KEYS, LLC

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

KEEPER OF THE KEYS, INC., A FLORIDA ENTITY, P03000005051

INTO

KEEPER OF THE KEYS, LLC, a Florida entity, L03000012468

File date: April 30, 2003

Corporate Specialist: Trevor Brumbley
Amount charged: 96.25

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**ATTORNEYS
AT LAW**

III MERITAS LAW FIRMS WORLDWIDE

FROM:

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Name: DEPARTMENT OF STATE

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ARTICLES OF MERGER**OF****KEEPER OF THE KEYS, INC.** PB30000050521
a Florida corporation**WITH AND INTO****KEEPER OF THE KEYS, LLC** LD3000012468
a Florida limited liability company

Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Keeper of the Keys, Inc., a Florida corporation, and Keeper of the Keys, LLC, a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Keeper of the Keys, Inc., a Florida corporation, with and into Keeper of the Keys, LLC, a Florida limited liability company (the "Merger"):

FIRST: Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, the Plan of Merger of Keeper of the Keys, Inc., a Florida corporation (the "Corporation"), with and into Keeper of the Keys, LLC, a Florida limited liability company (the "Company"), is as follows:

(1) At the Effective Time (as hereinafter defined), the Corporation shall be merged with and into the Company and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of

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the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until thereafter amended as provided by law.

(3) No shares of stock of the Corporation are issued and outstanding. Because no shares of stock in the Corporation are issued and outstanding, no conversion of the shares of stock of the Corporation into limited liability membership interests in the Surviving Entity is necessary. As of the Effective Time, by virtue of the Merger, the members of the Company will continue to be all of the members of the Surviving Entity owning all of the limited liability company interests in the Surviving Entity issued and outstanding at the time of the Merger.

(4) The management of the Surviving Entity is vested in one or more managers. The names and business addresses of the managers of the Surviving Entity at the time of the Merger will be as follows:

Anthony J. Karpinski (ANTHONY J. KARPINSKI)
3900 SW 30 Ave
Fort Lauderdale, FL 33312

Terry McKerchie (TERRY MCKERCHIE)
3900 SW 30 Ave
Fort Lauderdale, FL 33312

(5) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, all of the directors of the Corporation approved the Merger by written consent dated as of April 28, 2003. Because no shares of stock of the Corporation are issued and outstanding, no shareholder approval of the Merger is required.

THIRD: Pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Operating Agreement of the Company, all of the members of the Company approved the Merger by a written consent dated as of April 28, 2003.

[THE REMAINDER OF THIS PAGE IS LEFT BLANK INTENTIONALLY; THE SIGNATURES OF THE COMPANY AND THE CORPORATION ARE ON THE NEXT PAGE]

IN WITNESS WHEREOF, the Corporation and the Company have caused these Articles of Merger to be signed on their behalf by their respective duly authorized

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representatives on this 28 day of April, 2003.

KEEPER OF THE KEYS, INC.,
a Florida corporation

By: Anthony J. Karpinski, President
Anthony J. Karpinski, President

KEEPER OF THE KEYS, LLC,
a Florida limited liability company

By: Anthony J. Karpinski
Name: Anthony J. Karpinski
Its: President

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Exhibit "A"**PLAN OF MERGER****OF****KEEPER OF THE KEYS, INC.,**
a Florida corporation**WITH AND INTO****KEEPER OF THE KEYS, LLC,**
a Florida limited liability company

Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, the Plan of Merger of Keeper of the Keys, Inc., a Florida corporation (the "Corporation"), with and into Keeper of the Keys, LLC, a Florida limited liability company (the "Company"), is as follows:

(1) At the Effective Time (as hereinafter defined), the Corporation shall be merged with and into the Company (the "Merger"), and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all of the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until thereafter amended as provided by law.

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(3) No shares of stock of the Corporation are issued and outstanding. Because no shares of stock in the Corporation are issued and outstanding, no conversion of the shares of stock of the Corporation into limited liability membership interests in the Surviving Entity is necessary. As of the Effective Time, by virtue of the Merger, the members of the Company will continue to be all of the members of the Surviving Entity owning all of the limited liability company interests in the Surviving Entity issued and outstanding at the time of the Merger.

(4) The management of the Surviving Entity is vested in one or more managers. The names and business addresses of the managers of the Surviving Entity at the time of the Merger will be as follows:

Anthony J. Karpinski (ANTHONY J. KARPINSKI)
3900 SW 30th Ave.
Fort Lauderdale, FL 33312

Terry M. Kerchie (TERRY MCKERCHIE)
3900 SW 30th Ave.
Fort Lauderdale, FL 33312

(5) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporation of the Department of State of the State of Florida.

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