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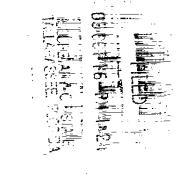
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Wermuthlaw P.A. 8300 N.W. 53 Street, Suite 308 Miami, Florida 33166-7846 Telephone: (305) 715-7157 Facsimle: (305) 715-8982 www.wermuthlaw.com

September 30, 2003

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Merger of Xana, LLC

(File Number: L03000032018)

To Whom It May Concern:

Enclosed please find for filing the Articles of Merger of XANA, LLC, and filing fee of \$50.00 (\$25.00 per each limited liability company). Should you have any questions, please do not hesitate to contact me.

Sincerely,

Horacio Sosa, Esq.



October 10, 2003

HORACIO SOSA 8300 N.W. 53 STREET, SUITE 308 MIAMI, FL 33166-7846

SUBJECT: XANA, LLC Ref. Number: L03000032018

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

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6020.

Letter Number: 403A00055479

Tammi Cline Document Specialist



WermuthLaw P.A. 8300 N.W. 53 Street, Slitte 308 Miami, Florida 33166-7846 Telephone: (305) 715-7157 Facsimie: (305) 715-8982

www.wermuthlaw.com

October 15, 2003

Mrs. Tammi Cline, Document Specialist Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Mrs. Cline:

I acknowledge receipt of your letter dated October 10, 2003. As you requested, enclosed please find Articles of Merger with the address of the sole manager at the bottom of page 2.

If you have any questions please let me know.

Sincerely,

Horacio Sosa

#### ARTICLES OF MERGER OF

# XANA, LLC, a California Limited Liability Company,

#### into

## XANA, LLC, a Florida Limited Liability Company

ARTICLES OF MERGER between XANA, LLC, a California Limited Liability Company ("XANA CA") and XANA, LLC, a Florida Limited Liability Company ("XANA FLA").

Under § 608.4382 of the Florida Limited Liability Company Act (the "Act"), XANA CA and XANA FLA adopt the following Articles of Merger.

Article I <u>Company Information</u>

The exact names, addresses, jurisdiction, and entity types for each merging party are as follows:

Disappearing Entity: Jurisdiction: Entity Type:

XANA, LLC California Limited Liability Company

888 Brannan Street, Suite 372 San Francisco, CA 94103

Secretary of State File Number: 200016710144

Surviving Entity: Jurisdiction: Entity Type:

XANA, LLC Florida Limited Liability Company

1571 West Copans Road, Suite 105 Pompano Beach, FL 33064

Secretary of State File Number: L03000032018

Article II Approvals

The attached Agreement and Plan of Merger, incorporated by reference as if fully set forth herein, meets the requirements of § 608.438 of the Act, and was approved by XANA CA and XANA FLA in accordance with Chapter 608 of Florida Statutes.

#### Article III

### Effective Date

The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State and the Certificate of Merger has been filed with the California Secretary of State.

#### Article IV

# Compliance with Laws of each Party's Jurisdiction

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

## Article V

## Representations

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.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on August 29, 2003.

XANA, LLC

a California Limited Liability Company

Bv:

Roberto E. Ponce Sole Manager

XANA, LLC

a Florida Limited Liability Company

By:

Roberto E. Ponce

Sole Manager

1571West Copans Road, Suite 105

Pompano Beach, FL 33064

mgr SUC