



Sep-29-03 07:36A

P.01

09/29/2003 10:28 FAX 407 423-1831
Division of Corporations

L03000035671

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000286006 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet

TO:
Division of Corporations
Fax Number : (850)205-0380

FROM:
Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPQUANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407)841-1200
Fax Number : (407)423-1831

MERGER OR SHARE EXCHANGE

STAR VENTURES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$115.75

CRB

980.00

REC'D
03 SEP 29 AM 10:32
DIVISION OF CORPORATIONS

03 SEP 29 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Manual

Corporate Filing

Public Access Help

*JP
9-29-03*

Sep-29-03 07:36A

P.02

09/29/2003 10:29 FAX 407 4231831

DEAN MEAD ORLANDO

0002

((H03000286006 9)))

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Travel Express Investment, LLC 385 Center Pointe Circle, Suite 1319 Altamonte Springs, Florida 32701 Florida Document Number: L03000004191	Florida	limited liability company
Star Ventures, LLC 385 Center Pointe Circle, Suite 1319 Altamonte Springs, Florida 32701 Florida Document Number: L03000035671	Florida	limited liability company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Star Ventures, LLC 385 Center Pointe Circle, Suite 1319 Altamonte Springs, Florida 32701 Florida Document Number: L03000035671	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by the merging parties in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

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

00097248v1

((H03000286006 9)))

03 SEP 29 PM 3:53
FILED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

lfr

A.H.

09/29/2003 10:29 FAX 407 4231831

DEAN MEAD ORLANDO

0003

(((H03000286006 9)))

unimpaired, and all debts, liabilities and duties of Travel Express shall thenceforth attach to Star Ventures and may be enforced against Star Ventures to the same extent as if said debts, liabilities and duties had been incurred or contracted by Star Ventures. At any time, or from time to time, after the Effective Date, the Managing Member or the last Members of the Surviving Entity may, in the name of Travel Express, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of Travel Express's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Star Ventures, LLC.

4.2 Articles of Organization. The Articles of Organization of Star Ventures, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of Star Ventures, from and after the Effective Date, shall be the Operating Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Members' Interests; Capital Accounts. By virtue of the mutual identity of the members of Travel Express and the Surviving Entity, no additional membership interests will be issued to the respective members of the merging entities. By virtue of the mutual identity of the members of Travel Express and the Surviving Entity, the capital accounts of the members of Travel Express will be assumed by and added to the respective capital accounts of the members of Star Ventures.

6. Management of Surviving Entity. Management of the Surviving Entity is vested in its Members. The names and business addresses of such Members are:

Gulzar Rajan	385 Center Pointe Circle, Suite 1319 Altamonte Springs, Florida 32701
Alex Hemani	385 Center Pointe Circle, Suite 1319 Altamonte Springs, Florida 32701

7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether

Dr. Lyle A.H.

03 SEP 29 PM 3:53
FILED
AND
RECEIVED

Sep-29-03 07:37A

P.04

09/28/2003 10:29 FAX 407 4231831

DEAN MEAD ORLANDO

0001

((H03000286006 9)))

before or after approval of this Plan of Merger by the directors of Travel Express or the Members of Star Ventures, if the Members of Travel Express or the Members of Star Ventures duly adopt a resolution abandoning this Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

Sun Pade
Arif Rajan

TRAVEL EXPRESS INVESTMENT, LLC, a
Florida limited liability company

By: Arif Rajan
Arif Rajan, Manager

Alex Hemani
Sun Pade

STAR VENTURES, LLC, a Florida limited
liability company

By: Alex Hemani
Alex Hemani, Member

03 SEP 29 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00097251v1

((H03000286006 9)))

09/29/2003 10:29 FAX 407 4231831

DEAN HEAD ORLANDO

0003

((H03000286006 9)))

**AGREEMENT AND PLAN OF MERGER OF
TRAVEL EXPRESS INVESTMENT, LLC
WITH AND INTO
STAR VENTURES, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 19th day of September, 2003, by and between TRAVEL EXPRESS INVESTMENT, LLC, a Florida limited liability company ("Travel Express") and STAR VENTURES, LLC, a Florida limited liability company ("Star Ventures").

RECITALS

WHEREAS, all of the Members of Travel Express have resolved that Travel Express be merged, pursuant to Section 608.438 of the Florida Statutes, with and into Star Ventures, which limited liability company will be the "Surviving Entity."

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.

2. Merger. The Members of Travel Express hereby agree that Travel Express, at the Effective Date (as hereinafter defined), shall be merged with and into Star Ventures (the "Merger").

3. Effects of Merger.

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of Travel Express shall cease and Travel Express shall be merged with and into Star Ventures which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of Travel Express and all and singular, the rights, privileges, powers and franchises of Travel Express, and all property, real, personal and mixed, and all debts due to Travel Express on whatever account, and all other things in action or belonging to Travel Express, shall be vested in Star Ventures, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of Star Ventures as they were of Travel Express, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction in Travel Express shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Travel Express shall be preserved

00097251v1

((H03000286006 9)))

03 SEP 29 PM 3:53
FILED
CLERK OF COURT
H03000286006 9

De *lgr* *AH*

Sep-29-03 07:37A

P.06

09/28/2003 10:30 FAX 407 4231831

DEAN MEAD ORLANDO

006

((H03000286006 9)))

SEVENTH: Signatures for each party:

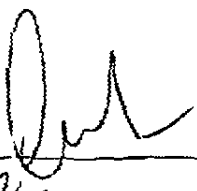
Name of Entity

Signature(s)

Typed or Printed
Name of Individual

Travel Express Investment, LLC

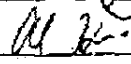
By: _____



Arif Rajan, Manager

Star Ventures, LLC

By: _____



Alex Hemani, Member

AND
FILED
03 SEP 29 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H03000286006 9)))