

Dec-08-03 12:55P

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DEC-08-03 12:55P From: AKERMAN SEITZ PATT
Division of Corporations

305-374-5005

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L03000039355

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To: *Drew Brumbley*
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Fax Number : (850) 205-0380

From: *Angie Chien*
Account Name : AKERMAN, SEITZ PATT & RYDSON, P.A.
Account Number : 075471001363
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MERGER OR SHARE EXCHANGE

BOSTON INTERNATIONAL VENTURES, LLC

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Estimated Charge	\$113.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 5, 2003

BOSTON INTERNATIONAL VENTURES, LLC
C/O MARK S. SCOTT
ONE S.E. 3RD AVE., 28TH FLOOR
MIAMI, FL 33131

SUBJECT: BOSTON INTERNATIONAL VENTURES, LLC
REF: L03000039355

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), 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) 245-6025.

Trevor Brumbley
Document Specialist

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**ARTICLES OF MERGER
OF
BOSTON INTERNATIONAL VENTURES, LLC,
a Florida limited liability company
WITH AND INTO
BOSTON INTERNATIONAL VENTURES, LLC,
a Massachusetts limited liability company**

Pursuant to the provisions of Sections 607.1109, 608.4382 of the Florida Statutes, Boston International Ventures, LLC, a Florida limited liability company, and Boston International Ventures, LLC, a Massachusetts limited liability company, do hereby adopt the following Articles of Merger:

1. The exact name, street address of its principal office, jurisdiction, and entity for the merging party (the "Merging Company") contemplated by these Articles of Merger (the "Merger") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Boston International Ventures, LLC 84 State Street Boston, Massachusetts 02110	Massachusetts	limited liability company
<u>Massachusetts Registration Number:</u> N/A	<u>FEL Number:</u> 58-2379843	

2. The exact name, street address of its principal office, jurisdiction, and entity for the surviving party (the "Surviving Entity") contemplated by the Merger are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Boston International Ventures, LLC c/o Mark S. Scott, One S.E. 3 rd Avenue, 28 th Floor Miami, Florida 33131	Florida	limited liability company

Florida Registration Number: L03000039355

3. The Merging Company is hereby merged with and into the Surviving Entity and the separate existence of the Merging Company shall cease. The Surviving Entity is the surviving entity in the Merger. A form of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

4. 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 or the

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regulations or articles of organization of any limited liability company that is a party to the merger.

5. The Agreement and Plan of Merger was approved by the Surviving Entity and duly adopted by the members of the Surviving Entity by written consent of even date herewith, in accordance with the applicable laws of the State of Florida.

6. The Agreement and Plan of Merger was approved by the vote of a majority in interest of the members of the Merging Company by written consent of even date herewith, in accordance of the applicable laws of the State of Massachusetts.

7. The Merger shall become effective upon the filing of these Articles of Merger with the Office of the Secretary of State of Florida.

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

The parties have caused these Articles of Merger to be executed on December 5, 2003.

MERGING COMPANY:

BOSTON INTERNATIONAL VENTURES, LLC., a Massachusetts limited liability company

By: 
Michael Gerall, Manager

SURVIVING ENTITY:

BOSTON INTERNATIONAL VENTURES, LLC., a Florida limited liability company

By: 
Mark S. Scott, Esq., Authorized representative of a member

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 5th day of December, 2003, by and among Boston International Ventures, LLC, a Massachusetts Limited Liability Company ("Merging Company"), and Boston International Ventures, LLC, a Florida limited liability company ("Surviving Company").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Massachusetts; and

WHEREAS, the Surviving Company has been organized for the purpose of continuing the activities of the Merging Company subsequent to the Merger contemplated hereby and is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Members, the Merging Company and the Surviving Company have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law; and

NOW THEREFORE, in consideration of the mutual premises herein contained, the parties hereto agree as follows:

MERGER. The Merging Company and the Surviving Company agree that the Merging Company shall be merged with and into the Surviving Company, as a single and Surviving Company, upon the terms and conditions set forth in this Agreement and that the Surviving Company continue under the laws of the State of Florida as the Surviving Company.

SURVIVING COMPANY. At the Effective Time (as defined below) of the Merger:

The Surviving Company shall be the surviving Company of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Statutes.

The Merging Company shall cease to exist, and its property shall become the property of the Surviving Company as the surviving company of the Merger.

CHARTER DOCUMENTS. As a result of the Merger, the charter documents of the Surviving Company shall be as follows:

Articles of Organization. The Articles of Organization of the Surviving Company shall continue as the Articles of Organization of the Surviving Company.

Operating Agreement. The Operating Agreement of the Surviving Company shall continue as the Operating Agreement of the Surviving Company.

MANAGEMENT OF THE SURVIVING COMPANY. The name and address of the sole Manager of the Surviving Company is Mark S. Scott, c/o Akerman Senterfitt, One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

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MANNER AND BASIS OF CONVERTING SHARES. At the Effective Time, (i) all of the membership interests of the Merging Company shall be transferred, assigned and surrendered to the Surviving Company and canceled, and no additional membership interests of the Surviving Company or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Company shall remain outstanding, and the current members of the Surviving Company shall continue to own the same number of membership interests of the Surviving Company, as the members did prior to the Effective Time.

APPROVAL. The Merger contemplated by this Agreement has previously been submitted to and approved by the members of the Merging Company and the Surviving Company. The proper officers, managers or members of the Merging Company and the Surviving Company, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

EFFECTIVE TIME OF MERGER. The Merger shall be effective at the time specified in the Articles of Merger filed with the Offices of the Florida Secretary of State (the "Effective Time").

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be entered into as of the date first above written.

MERGING COMPANY:

Boston International Ventures, LLC

By: 

Michael Gerull, Manager

SURVIVING COMPANY:

Boston International Ventures, LLC

By: 

Mark S. Scott, Esq., Authorized representative of a member

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