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From: RUEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

T-54 P 016/030 F-538

LO3000055361

Florida Department of State
Division of Corporations
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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
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MERGER OR SHARE EXCHANGE

ATL HOLDINGS LLC

Certificate of Status	0
Certified Copy	1
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Dec-30-2003 01:16pm From=RUENMCCLOSKEY 17FLNORTH

T-544 P 017/030 F-538

ARTICLES OF MERGER
OF
ATLANTIC HOLDINGS LLC
(a Maine limited liability company)
WITH AND INTO
ATL HOLDINGS LLC
(a Florida limited liability company)

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The following Articles of Merger are submitted in accordance with the Florida Limited Liability Act, pursuant to Section 608.4382, F.S.

FIRST: The name and jurisdiction of the surviving company is ATL Holdings LLC, a Florida limited liability company, document number L03000055361 (the "Surviving Company").

SECOND: The name and jurisdiction of the merging company is Atlantic Holdings LLC, a Maine company (the "Terminating Company").

THIRD: The Plan of Merger is attached hereto as Exhibit A. The Plan of Merger meets the requirements of Section 608.438 F.S. and has been approved by each limited liability company that is a party to the merger in accordance with Chapter 608 F.S.

FOURTH: The merger is permitted under the laws of the State of Maine and is not prohibited by the Operating Agreement of the Terminating Company or of the Surviving Company.

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

SIXTH: The Plan of Merger was adopted by written consent of the members of the Surviving Company as of December 29, 2003.

SEVENTH: The Plan of Merger was adopted by written consent of the members of the Terminating Company as of December 29, 2003.

These Articles of Merger may be executed in any number of counterparts, each of which shall constitute an original and all of which when together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 29th day of December, 2003.

ATLANTIC HOLDINGS LLC,
a Maine limited liability company

By: 

Theodore V. West, Manager

ATL HOLDINGS LLC,
a Florida limited liability company

By: 

Theodore V. West, Manager

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EXHIBIT A

**PLAN OF MERGER
OF
ATLANTIC HOLDINGS LLC
(a Maine limited liability company)
INTO
ATL HOLDINGS LLC
(a Florida limited liability company)**

The following Plan of Merger is submitted in compliance with Section 608.438, F.S.

FIRST: The name and jurisdiction of the surviving company is ATL Holdings LLC, a Florida limited liability company (the "Surviving Company").

SECOND: The name and jurisdiction of the merging company is Atlantic Holdings LLC, a Maine company (the "Terminating Company").

THIRD: The terms and conditions of the merger are as follows:

1. The Operating Agreement of the Surviving Company, as in effect immediately prior to the effective date of the merger, shall be the Operating Agreement of the Surviving Company.

2. The manager of the Surviving Company shall continue as manager of the Surviving Company, who shall hold such office until his respective successor is appointed or until his tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Company or under applicable law.

FOURTH: The manner and basis of converting the interests, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, the member interests of the Surviving Company outstanding as of the effective time shall thereafter constitute all of the outstanding member interests of the Surviving Company.

2. All member interests of the Terminating Company outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

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FIFTH: The name and address of the Surviving Company's manager is:

Theodore V. West
50 Portland Pier
Portland, Maine 04101

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