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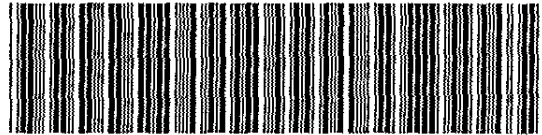
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\*LL.M. TAXATION & FLORIDA BAR  
BOARD CERTIFIED IN TAXATION

April 15, 2004

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

Re: **ERLINDA, LLC**  
**WISTERMUNDO ENTERPRISES, INC.**

Dear Sir or Madam:

I am enclosing herewith Articles of Merger of **WISTERMUNDO ENTERPRISES, INC.** and **ERLINDA, LLC** with **ERLINDA, LLC** as the surviving entity. I have also enclosed a check payable to the Florida Secretary of State for the stated filing fees:

Articles of Merger:	
Filing fees (Corporation & LLC)	\$ 60.00
Certified copy (LLC survives)	\$ 30.00
Total	\$ 90.00

If you should have any questions please call me at my direct line (305) 357-1001 or cell phone 305-978-7980.

Sincerely,

  
Lee J. Osiason

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**ARTICLES OF MERGER OF  
WISTERMUNDO ENTERPRISES, INC. and ERLINDA, LLC**

Pursuant to 607.1109 of the Florida Business Corporation Act ("Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act") **WISTERMUNDO ENTERPRISES, INC.** and **ERLINDA, LLC**, a Florida corporation and Florida limited liability company, respectively, adopt this Articles of Merger.

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

**A. WISTERMUNDO ENTERPRISES, INC.**, a Florida corporation  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173  
Florida Document/Registration Number: P99000038706  
FEI Number: 65-0925497

**B. ERLINDA, LLC**, a Florida limited liability company  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173  
Florida Document/Registration Number: L04000004453  
FEI Number: 20-0642351

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

**ERLINDA, LLC**, a Florida limited liability company  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173  
Florida Document/Registration Number: L04000004453  
FEI Number: 20-0642351

3. The Agreement and Plan of Merger dated February 5, 2004 (the "Plan of Merger") between **WISTERMUNDO ENTERPRISES, INC.** and **ERLINDA, LLC** was on February 5, 2004 approved and adopted unanimously by the Board of Directors and Shareholders of **WISTERMUNDO ENTERPRISES, INC.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. The Agreement and Plan of Merger dated February 5, 2004 ("Plan of Merger"), between **WISTERMUNDO ENTERPRISES, INC.** and **ERLINDA, LLC** was on February 5, 2004 approved and adopted unanimously by the Member-Managers of **ERLINDA, LLC** in accordance with 608.4381(1) the LLC Act.

5. The Plan of Merger is attached as Exhibit A and incorporated by reference herein.

6. The merger is permitted under the Florida law and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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7. Pursuant to s. 608.4382(1)(f) of the LLC Act, the date and time of the effectiveness of the Merger shall be on the date of filing of these Articles of Merger with the Secretary of State of Florida.

8. The Articles of Merger comply and were executed in accordance with Florida law.

In witness whereof the parties have set their hands this on February 5, 2004.

**WISTERMUNDO ENTERPRISES, INC.**

By: *Henri S. Milner-Barouh*

HENRI S. MILNER-BAROUH,  
PRESIDENT

**ERLINDA, LLC**

By: *Henri S. Milner-Barouh*

HENRI S. MILNER-BAROUH,  
MANAGER

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**Exhibit A**  
**Plan of Merger**

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan" or "Plan of Merger") dated February 5, 2004 by and among **WISTERMUNDO ENTERPRISES, INC.** and **ERLINDA, LLC** (referred to collectively as the "Parties"), a Florida corporation and limited liability company respectively. This Plan of Merger was adopted and approved by the Parties in accordance with 607.1107 of the Florida Business Corporation Act (the "Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act"), and is being submitted in accordance with 607.1108 of the Act and 608.438 of the LLC Act.

### ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the date of filing of Articles of Merger with the Secretary of State of Florida.

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

A. **WISTERMUNDO ENTERPRISES, INC.**, a Florida corporation  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173  
Florida Document/Registration Number: P99000038706

B. **ERLINDA, LLC**, a Florida limited liability company  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173  
Florida Document/Registration Number: L04000004453

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

**ERLINDA, LLC**, a Florida limited liability company  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173  
Florida Document/Registration Number: L04000004453

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### ARTICLE II TERMS AND CONDITIONS OF THE MERGER

1. On the Effective Date, **WISTERMUNDO ENTERPRISES, INC.** and **ERLINDA, LLC** desire to merge, with **ERLINDA, LLC** as the surviving party. The separate existence of **WISTERMUNDO ENTERPRISES, INC.** shall cease at the Effective Date and the existence of **ERLINDA, LLC** shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature and subject to all the duties and liabilities of **ERLINDA, LLC**.

2. This Agreement and Plan of Merger has been approved and adopted unanimously by the Board of Directors and Shareholders of **WISTERMUNDO ENTERPRISES, INC.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

3. The Agreement and Plan of Merger has been approved and adopted by the sole Member-

Manager of **ERLINDA, LLC** in accordance with 608.4381(1) the LLC Act.

4. At the Effective Date, **ERLINDA, LLC** shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature of **WISTERMUNDO ENTERPRISES, INC.**, including by way of example title to all property, real, personal and mixed, and shall be responsible and liable for all the liabilities and obligations of **WISTERMUNDO ENTERPRISES, INC.**, all as more particularly set forth in the Act.

### ARTICLE III CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of **WISTERMUNDO ENTERPRISES, INC.** into membership interest in **ERLINDA, LLC** shall be as follows: Prior to the Effective Date of the Merger **HENRI S. MILNER-BAROUH**, Trustee, holds 80% of the common shares of **WISTERMUNDO ENTERPRISES, INC.** and 80% of the membership interest of **ERLINDA, LLC** and **ROSA M. GARCIA MILNER**, Trustee, holds 20% of the common shares of **WISTERMUNDO ENTERPRISES, INC.** and 20% of the membership interest of **ERLINDA, LLC**. As of the Effective Date of the Merger **HENRI S. MILNER-BAROUH**, Trustee, will hold 80% of the membership interest of **ERLINDA, LLC** and **ROSA M. GARCIA MILNER**, Trustee, will hold 20% of the membership interest of **ERLINDA, LLC**. Accordingly, each of the common shares of **WISTERMUNDO ENTERPRISES, INC.** held by **HENRI S. MILNER-BAROUH**, Trustee, and **ROSA M. GARCIA MILNER**, Trustee, shall, by virtue of the Merger be converted into an equal percentage of membership interests in **ERLINDA, LLC**.

### ARTICLE IV ASSIGNMENT

If at any time **WISTERMUNDO ENTERPRISES, INC.** shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in **ERLINDA, LLC** the title to any property or rights of **WISTERMUNDO ENTERPRISES, INC.**, or otherwise carry out the provisions of this Plan, the proper officers and directors of **WISTERMUNDO ENTERPRISES, INC.** as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in **ERLINDA, LLC**.

### ARTICLE V AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of **WISTERMUNDO ENTERPRISES, INC.** and the Member-Manager of **ERLINDA, LLC** by unanimous action may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

### ARTICLE VI TERMINATION

This Merger pursuant to this Plan may be terminated at any time before the Effective Date by

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resolution of the Board of Directors of **WISTERMUNDO ENTERPRISES, INC.** and the Member-Manager of **ERLINDA, LLC** by unanimous action. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Corporations, or their Directors, officers, employees, agents, or shareholders, or upon the Limited Liability Company, its mangers and members.

**ARTICLE VII  
MANAGING MEMBER OF SURVIVING  
LIMITED LIABILITY COMAPNY**

The name and mailing address of the Member-Manager of **ERLINDA, LLC**, is:  
**HENRI S. MILNER-BAROUH**  
7265 SW 93rd Avenue, Suite 202, Miami, FL 33173.

In witness whereof the parties have set their hands on February 5, 2004.

**WISTERMUNDO ENTERPRISES, INC.**

By: *Henri S. Milner-Barouh*  
**HENRI S. MILNER-BAROUH, PRESIDENT**

**SHAREHOLDERS OF WISTERMUNDO  
ENTERPRISES, INC.**

*Henri S. Milner-Barouh*  
**HENRI S. MILNER-BAROUH, TRUSTEE**

*Rosa M. Garcia Milner*  
**ROSA M. GARCIA MILNER, TRUSTEE**

**ERLINDA, LLC**

By: *Henri S. Milner-Barouh*  
**HENRI S. MILNER-BAROUH, MEMBER-  
MANAGER**

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