

**L040000 34487**

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From: Account Name : FIELDSTONE LESTER JUEAR & DENBERG  
Account Number : F19990C00180  
Phone : (305) 357-5775  
Fax Number : (305) 357-5534

**MERGER OR SHARE EXCHANGE**  
**BLUE JAY ASSOCIATES, LLC**

Certificate of Status	0
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**ARTICLES OF MERGER  
OF  
BLUE JAY ASSOCIATES, LLC  
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**

**AND  
BLUE JAY ASSOCIATES  
(TERMINATING DOMESTIC LIMITED PARTNERSHIP)**

The following articles of merger are being submitted in accordance with section(s) 608.4382 and 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its 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>
BLUE JAY ASSOCIATES, LLC 7330 Bird Road, Suite 200 Miami, FL 33155	Florida	profit limited liability company

Florida Document/Registration Number: L04000034487      FEI Number: applied for

**SECOND:** The exact name, street address of its 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>
BLUE JAY ASSOCIATES, LTD. 7330 Bird Road, Suite 200 Miami, FL 33155	Florida	profit limited partnership

Florida Document/Registration Number: A22454      FEI Number: 59-2776185

**THIRD:** The Plan of Merger meets the requirements of section(s) 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and limited partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes and is attached hereto and made a part hereof.

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

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**FIFTH:** Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company on JUNE 30, 2004.

**SIXTH:** Adoption of Merger by the Merging Partnership:

The Plan of Merger was approved by all the partners of the Merging Partnership on JUNE 30, 2004.

**SEVENTH:** SIGNATURE(S):

Dated: JUNE 30, 2004.

BLUE JAY ASSOCIATES, LLC, a Florida limited liability company

By: 

Name: JOSE E. SIMAN  
Title: MANAGER

BLUE JAY ASSOCIATES, LTD., a Florida limited partnership

By: THE ULTIMATE BICYCLE DISTRIBUTION COMPANY, INC., a Florida corporation, its General Partner

By: 

Jose E. Siman,  
President

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### PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 608.438 and 620.8905, and in accordance with the laws of any other applicable jurisdiction.

**FIRST:** The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BLUE JAY ASSOCIATES, LLC 7330 Bird Road, Suite 200 Miami, FL 33155	Florida	profit limited liability company
Florida Document/Registration Number: L04000034487		FBI Number: <u>applied for</u>

**SECOND:** The name, address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BLUEJAY ASSOCIATES, LTD. 7330 Bird Road, Suite 200 Miami, FL 33155	Florida	profit limited partnership
Florida Document/Registration Number: A22454		FBI Number: 59-2776185

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

- The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
- The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.
- The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging partnership shall become the responsibility of the surviving company.

**FOURTH:** The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property,

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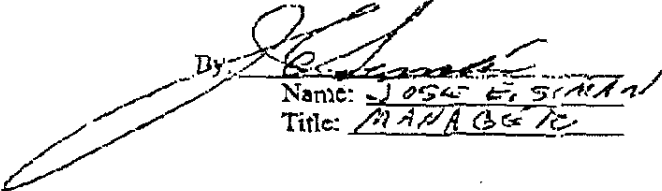
and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued partnership interest of the merging (terminating) partnership shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

**FIFTH:** The names and addresses of the manager(s) of the surviving company are as follows:

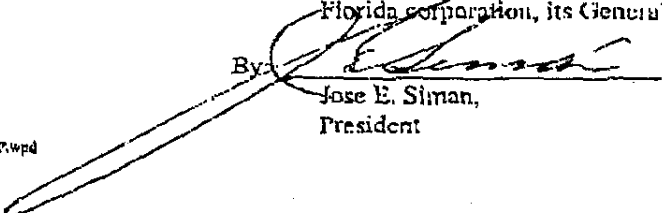
Jose E. Siman  
7330 Bird Road, Suite 200  
Miami, FL 33155

BLUE JAY ASSOCIATES, LLC, a Florida  
limited liability company

By:   
Name: JOSE E. SIMAN  
Title: MANAGER

BLUE JAY ASSOCIATES, LTD., a Florida  
limited partnership

By: THE ULTIMATE BICYCLE  
DISTRIBUTION COMPANY, INC., a  
Florida corporation, its General Partner

By:   
Jose E. Siman,  
President

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