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Division of Corporations

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MERGER OR SHARE EXCHANGE

ADI ENTERPRISES, LLC

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ARTICLES OF MERGER

OF

ADI Enterprises, Inc.,
a Florida corporation

AND

ADI Enterprises, LLC,
a Florida limited liability company

Pursuant to sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4381 of the Florida Limited Liability Company Act (the "Act"), ADI Enterprises, Inc., a Florida corporation, (the "Merging Corporation"), and ADI Enterprises, LLC, a Florida limited liability company, (the "Surviving Company") adopted on the 27th day of May, 2004, the following Articles of Merger for the purpose of effecting a merger in accordance with the FBCA and the Act and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ADI Enterprises, Inc.	Florida	Corporation
Florida Document/ Registration Number: K24943		

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CLERK OF DISTRICT COURT
JULIANNE FLORES
JUL 27 2004

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ADI Enterprises, LLC	Florida	Limited liability company
Florida Document/ Registration Number: L04000039700		

THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

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FOURTH: Pursuant to Sections 607.1103 and 607.1108 of the FBCA, and Section 608.4381 of the Act, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Directors of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on May 27th, 2004.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

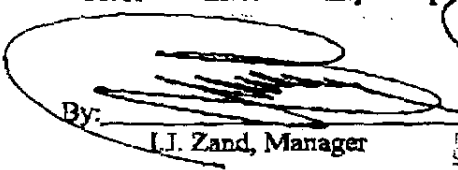
SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 27th day of May, 2004.

ADI Enterprises, Inc., a Florida corporation

By: 
Name: L.J. Zand, President

**ADI Enterprises, LLC,
a Florida limited liability company**

By: 
L.J. Zand, Manager

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MAY 27 4:10:05
TALLAHASSEE, FLORIDA

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between ADI Enterprises, Inc., a Florida corporation (the "Merging Corporation"), and ADI Enterprises, LLC, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Corporation with and into the Company (the "Merger").

NOW, THEREFORE, the Merging Corporation and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and by Section 608.4381 of the Florida Limited Liability Company Act (the "FLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Company. Company shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of the FLCA and the FBCA (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of the Company have consented to the Merger.

2. Governing Documents. The Operating Agreement of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be ADI Enterprises, LLC.

5. Addresses. The address of Merging Corporation is 2606 South Horseshoe Drive, Naples, FL 34104. The address of the Company is and shall be maintained at 2606 South Horseshoe Drive, Naples, FL 34104.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 2606 South Horseshoe Drive, Naples, FL 34104. The name of Registered Agent of the Company at that address shall continue to be Fred Peczshkan.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges,

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powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the shares of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Company. No other shares or interests of Merging Corporation are outstanding at the time of the Merger.

(b) Pursuant to Section 607.1301 of the FBCA, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The name and address of the manager of the Surviving Company is as follows:

I.J. Zand
2606 South Horseshoe Drive
Naples, FL 34104.

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Corporation and by all of the members and the Board of Managers of the Surviving Company.

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14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on May 27th, 2004.

ADI Enterprises, LLC, a Florida limited liability company

By: 

L.J. Zand, Manager

ADI Enterprises, Inc., a Florida corporation

By: 

L.J. Zand, Director

FILED
MAY 27 2004
TALLAHASSEE, FLORIDA

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