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2004 JUL 22 P 2: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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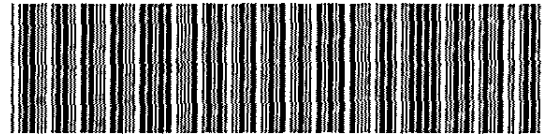
(Business Entity Name)

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ROY GONZALEZ, P.A.
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Penthouse I – Suite 1701
Miami, Florida, 33156
786.512.9796
305.670.0016

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 20th, 2004

Secretary of State – Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida, 32314

RE: Articles of Merger – Saluda Networks Incorporated & Saluda, LLC

Dear Sir or Madam:

Please find attached Articles of Merger, and a companion Plan of Merger, for the merger of Saluda Networks Incorporated and Saluda, LLC. Also, we have attached a check for \$60.00 to cover the administrative costs of filing these articles.

Please contact us directly with any question or comments regarding this transaction.

Sincerely,



Roy González, Esq.
Roy González, P.A.

ARTICLES OF MERGER

FILED

The following articles of merger are being submitted in accordance with Chapters 607 and 608 of the Florida Statutes.

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FIRST: The exact name, jurisdiction, entity type, street address of its principal office, FEI number, and Florida document number of each merging party are as follows: **CLAY COUNTY OF STATE LAHASSEE, FLORIDA**

1.

Name: Saluda Networks Incorporated
Jurisdiction: Florida
Entity Type: Corporation (for profit)
Street Address: 782 Northwest 42nd Avenue, Suite 210, Miami, Florida, 33126
FEI Number: 753113265
Florida Document Number: P03000047755

2.

Name: Saluda, LLC
Jurisdiction: Florida
Entity Type: Limited Liability Company
Street Address: 782 Northwest 42nd Avenue, Suite 210, Miami, Florida, 33126
FEI Number: N/A
Florida Document Number: L04000053232

SECOND: The exact name, jurisdiction, entity type, street address of its principal office, FEI number, and Florida document number of the surviving party are as follows:

Name: Saluda, LLC
Jurisdiction: Florida
Entity Type: Limited Liability Company
Street Address: 782 Northwest 42nd Avenue, Suite 210, Miami, Florida, 33126

FILED

FEI Number: N/A

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Florida Document Number: L04000053232

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438 of the Florida Statutes, and was approved by each domestic corporation and domestic limited liability company that is a party to the merger in accordance with Chapters 607 and 608 of the Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any articles of incorporation, articles of organization, bylaws, regulations, shareholders' agreement, operating agreement, side letter, or any other form of agreement or document of any corporation or limited liability company that is a party to the merger.

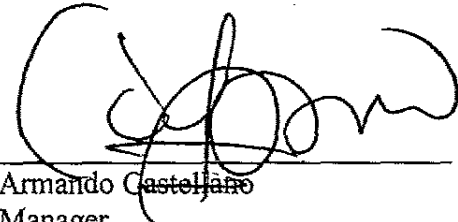
FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

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

SEVENTH: The authorized representatives of Saluda Networks Incorporated and Saluda, LLC execute these Articles of Merger on behalf of their principals below:



Mario Yera
President
Saluda Networks Incorporated



Armando Castellano
Manager
Saluda, LLC

PLAN OF MERGER

FILED

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Saluda Networks Incorporated	Florida
Saluda, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Saluda, LLC	Florida

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

This merger is conditional upon Saluda, LLC assuming all of the outstanding obligations and rights, including, but not limited, to any contractual obligations and/or rights of Saluda Networks Incorporated.

FOURTH:

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

One (1) equity unit in Saluda, LLC for every One (1) share of common stock of Saluda Networks Incorporated.

B: The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:


One (1) equity unit in Saluda, LLC for every One (1) share of common stock of Saluda Networks Incorporated.


FIFTH:

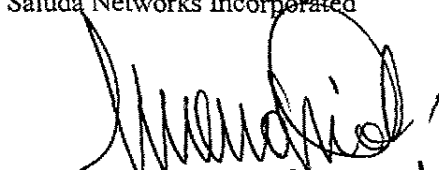
A limited liability company is the surviving entity; the names and addresses of the managers of Saluda, LLC are as follows:

<u>Name</u>	<u>Address</u>
Mario Yerak	782 Northwest 42 nd Avenue, Suite 210, Miami, Florida, 33126
Armando Castellano	782 Northwest 42 nd Avenue, Suite 210, Miami, Florida, 33126
Luis Latouche	782 Northwest 42 nd Avenue, Suite 210, Miami, Florida, 33126

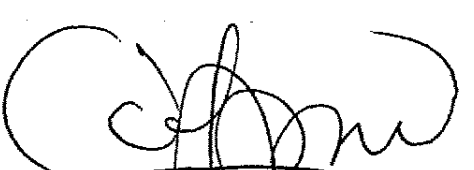
**RECOGNIZED, APPROVED, AND ACCEPTED AS OF JULY 15th, 2004 BY THE
AUTHORIZED REPRESENTATIVES LISTED BELOW:**

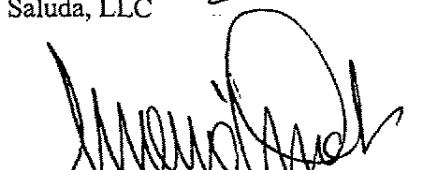

Mario Yerak
Director & President
Saluda Networks Incorporated


Armando Castellano
Director & Secretary
Saluda Networks Incorporated


Luis Latouche - *Mario Yerak - Attorney in Fact*
Director & Treasurer
Saluda Networks Incorporated


Mario Yerak
Manager & President
Saluda, LLC


Armando Castellano
Manager & Secretary
Saluda, LLC


Luis Latouche - *Mario Yerak - Attorney in Fact*
Manager & Treasurer
Saluda, LLC