

104000064990

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TALLAHASSEE, FLORIDA

104-64990
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My Corporation.comTM

30141 Agoura Road, Suite 205 Agoura Hills, California 91301
U.S. Toll-Free: 888.692.6771 Direct: 818.879.9079 FAX: 818.879.8005
Email: info@MyCorporation.com URL: <http://www.mycorporation.com>

November 9, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: FLORIDA MERGER

Ladies and Gentlemen:

Please find enclosed for filing executed duplicate originals of merger documents.

Also enclosed is a check in the amount of \$68.75 for the appropriate filing fees (\$35 for the merging corporation; \$25 for the surviving LLC; and \$8.75 for a certified copy).

Please return the certified copy to the undersigned.

Thank you very much for your assistance.

Sincerely,

Sarah Lawlor - POST-FORMATION FILINGS
My Corporation Business Services, Inc.
30141 Agoura Road, Suite 205
Agoura Hills, CA 91301

**ANY QUESTIONS OR PROBLEMS WITH THIS FILING: PLEASE CONTACT
SARAH LAWLOR AT 818-879-9079 X 109.**

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
OWENS ORGANIZATION INC., A FLORIDA CORPORATION
INTO
ONYX FITNESS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382 and 620.203, Florida Statutes:

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

Name and Street Address: Owens Organization Inc.
12864 Biscayne Blvd., Suite 332
North Miami, FL 33181

Jurisdiction: Florida

Entity Type: Domestic Profit Corporation

Florida Document/Registration Number: P05000058459

FEI Number: 11-3748659

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

Name and Street Address: Onyx Fitness, LLC
12864 Biscayne Blvd., Suite 332
North Miami, FL 33181

Jurisdiction: Florida

Entity Type: Domestic Limited Liability Company

Florida Document/Registration Number: L04000064990

FEI Number: 73-1717937

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to this merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to this merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108, 608.1381 and 620.2021 Florida Statutes.

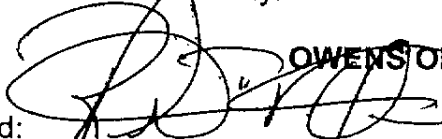
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

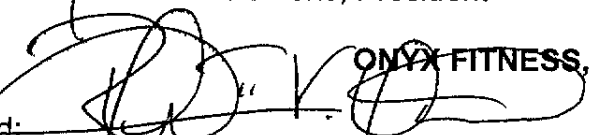
NINTH: The merger shall become effective upon the date the Articles of Merger are filed with the Florida Department of State.

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

ELEVENTH:

Signatures for Each Party:


Signed: _____
Robert Cwens, President


Signed: _____
Robert Owens, Member

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

Name: Owens Organization Inc.

Jurisdiction: Florida

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

Name: Onyx Fitness, LLC

Jurisdiction: Florida

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

At such time and date as the Articles of Merger are approved and filed by the Secretary of State of the State of Florida, Owens Organization Inc. (the "Merging Entity") shall be merged into Onyx Fitness, LLC (the "Surviving Entity") and the Merging Entity's separate existence shall cease. The Surviving Entity shall continue its existence under the laws of the State of Florida and shall continue to operate under the name of Onyx Fitness, LLC; and the Surviving Entity shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the merger; and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the merger shall not revert or be in any way impaired by reason of such merger; and the Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of each party to the merger, and any claim existing or action or proceeding pending by or against either entity may be prosecuted as if such merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the merger.

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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 are as follows:

The merger shall effect no change in any of the ownership interest in the Surviving Entity.

In the merger, each share of stock of the Merging Entity shall be cancelled.

The shares or other interests in the Merging Entity that are to be converted or exchanged into interests, shares or other securities, cash, obligations, or other property in the Surviving Entity under the terms of the articles of merger shall be so converted, and the former holders thereof shall be entitled only to the rights provided in the articles of merger or the rights otherwise provided by law.

(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:

The merger shall effect no change in any of the Surviving Entity's rights to acquire interests, shares, obligations or other securities.

FIFTH: If a limited liability company is the Surviving Entity, the name(s) and address(es) of the manager(s) or managing members are as follows:

Robert Owens, Managing Member
485 NE 128th Street
North Miami, FL 33161

SIXTH: The plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the laws of the State of Florida.

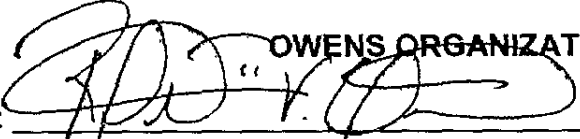
SEVENTH: The plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the laws of the State of Florida.

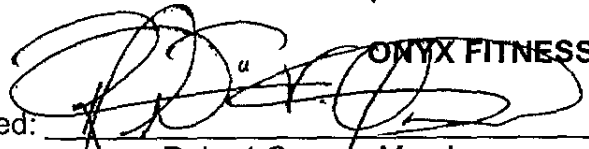
EIGHTH: The merger will be effective upon the date the Articles of Merger are approved by and filed with the Secretary of State of the State of Florida.

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Signatures for Each Party:

Signed:  OWENS ORGANIZATION INC.
Robert Owens, President

Signed:  ONYX FITNESS, LLC
Robert Owens, Member

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TALLAHASSEE, FLORIDA