

Florida Department of State
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MERGER OR SHARE EXCHANGE

RUSSELL'S STOCK INVESTMENTS LLC

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**ARTICLES OF MERGER
BETWEEN
RUSSELL'S STOCK INVESTMENTS INC.,
A FLORIDA CORPORATION,
AND
RUSSELL'S STOCK INVESTMENTS LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

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

Russell's Stock Investments Inc.
Address: 5350 SW 130 Terrace, Miramar, Florida 33027
Jurisdiction: Florida
Entity Type: Corporation
Florida Document Number: P04000100184

Russell's Stock Investments LLC
Address: 5350 SW 130 Terrace, Miramar, Florida 33027
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L04000070370

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

Russell's Stock Investments LLC
Address: 5350 SW 130 Terrace, Miramar, Florida 33027
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L04000070370

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

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation or Articles of Organization of any corporation or limited liability company that is a party to the merger.

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FIFTH: The merger shall become effective upon the filing of this document with the Secretary of State of the State of Florida.

Dated: September 23, 2004.

RUSSELL'S STOCK INVESTMENTS INC.

By: 
Steve Albert Russell, President

RUSSELL'S STOCK INVESTMENTS LLC

By: 
Steve Albert Russell, Manager-Member

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**PLAN OF MERGER
OF
RUSSELL'S STOCK INVESTMENTS INC.,
A FLORIDA CORPORATION,
INTO
RUSSELL'S STOCK INVESTMENTS LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The name and state of organization of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF ORGANIZATION
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Russell's Stock Investments Inc. 5350 SW 130 Terrace Miramar, Florida 33027 Document No. P04000100184	Florida
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Russell's Stock Investments LLC 5350 SW 130 Terrace Miramar, Florida 33027 Document No. L04000070370	Florida
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SECOND: That this Plan of Merger (the "Plan of Merger") between the parties to the Merger has been approved and adopted by all of the sole shareholder and sole director of Russell's Stock Investments Inc. and all of the members and managers of Russell's Stock Investments LLC in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of the State of Florida, the Merger shall be effective (the "Effective Date").

THIRD: The surviving entity of the Merger is Russell's Stock Investments LLC, a Florida limited liability company (the "Surviving Entity"). The name of the managing member of the Surviving Entity is Steve Albert Russell. The business address of the managing member is 5350 SW 130 Terrace, Miramar, Florida 33027.

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the interests of the Constituent Entities is as follows:

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(a) Corporate Existence

(1) From and after the Effective Date, Russell's Stock Investments LLC as the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

(2) From and after the Effective Date, (i) the Articles of Organization and Operating Agreement of the Surviving Entity, as existing immediately prior to the Effective Date, shall be the Articles of Organization and Operating Agreement of the Surviving Entity subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the members of the Surviving Entity holding office immediately prior to the Effective Date shall be the members of the Surviving Entity, and shall continue to serve subject to the Surviving Entity's Articles of Organization and Operating Agreement.

(b) Conversion of Membership Interests

Each share of Russell's Stock Investments Inc. common stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each membership interest of the Surviving Entity issued and outstanding upon the Effective Date, shall remain issued and outstanding as in effect immediately prior to the Merger.

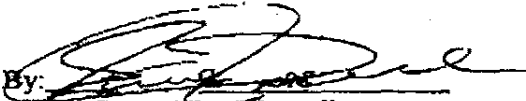
FIFTH: The Merger shall become effective upon the filing of this document with the Secretary of State of the State of Florida.

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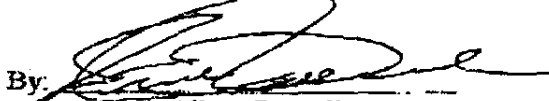
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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the 23 day of September, 2004

Russell's Stock Investments Inc.

By: 
Steve Albert Russell
President

Russell's Stock Investments LLC

By: 
Steve Albert Russell
Manager-Member

State of Florida)
County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Steve Albert Russell, the President of Russell's Stock Investments Inc., a Florida corporation, and Manager-Member of Russell's Stock Investments LLC, a Florida limited liability company, who is personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of such corporation and limited liability company, respectively.

Dated: September 23, 2004

My commission expires:


Margaret O'D. Ryder
Notary Public State of Florida



MARGARET O'D. RYDER
MY COMMISSION # DD 331307
EXPIRES: September 15, 2008
Bonded Third Budget Notary Services

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