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MERGER OR SHARE EXCHANGE

OF MONIES, LLC

EFFECTIVE DATE  
12/31/04

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## ARTICLES OF MERGER

of

OP MONIES, INC.  
a Florida corporation

#S42352

and

OP MONIES, LLC  
a Florida limited liability company

#L04000075368

Pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

EFFECTIVE DATE

12/31/04

1. The names of the merging entities are OP MONIES, INC. (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, the existence of which will cease, and OP MONIES, LLC (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.

2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The Agreement and Plan of Merger was approved and adopted by (i) the Board of Directors and Shareholders of the Disappearing Corporation, and (ii) the Manager and Members of the Surviving Entity, by written consents dated as of November 5, 2004.

4. The Surviving Entity will continue to exist under the name "OP MONIES, LLC" pursuant to the provisions of the laws of the State of Florida.

5. The effective date of the merger shall be as of 11:59 p.m. on December 31, 2004.

(Signatures appear on the following page)

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(Signature page to Articles of Merger)

**DISAPPEARING ENTITY:**

**OP MONIES, INC.,**  
a Florida corporation

By:   
James Pagano, President

**SURVIVING ENTITY:**

**OP MONIES, LLC,**  
a Florida limited liability company

By:   
James Pagano, Manager

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**EXHIBIT "A"**

**Agreement and Plan of Merger**

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Fax Audit No: H04000221827 3**AGREEMENT AND PLAN OF MERGER****OR****OP MONIES, INC.**

a Florida corporation

**and****OP MONIES, LLC**

a Florida limited liability company

**THIS AGREEMENT AND PLAN OF MERGER** by and between **OP MONIES, INC.** (the "Disappearing Entity"), which is a corporation organized under the laws of the State of Florida, and **OP MONIES, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporation and the manager and members of said limited liability company:

**WITNESSETH:**

**WHEREAS**, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Directors and Shareholders of the Disappearing Entity and the Manager and the Members of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the Shareholders and Members of both entities; and

**WHEREAS**, the Directors and Shareholders of the Disappearing Entity and the Manager and the Members of the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree to as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act shall be duly executed by the appropriate officers of the Disappearing Entity and the Manager of the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "OP MONIES, LLC" pursuant to the provisions of the Florida Limited Liability Company Act.

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13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. The name and business address of the Manager of the Surviving Entity is James Pagano, 7772 NW 55<sup>th</sup> Place, Coral Springs, Florida 33067.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger this 5<sup>th</sup> day of November, 2004.

This Agreement and Plan of Merger is effective as of 11:59 p.m. on December 31, 2004.

OP MONIES, INC.,  
a Florida corporation

By: \_\_\_\_\_

James Pagano, President

OP MONIES, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

James Pagano, Manager

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