

Sent By: MASTRIANA AND CHRISTIANSEN;

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Feb-28-05 10:30

Division of Corporations

6040000 (3296)

Florida Department of State
Division of Corporations
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2/28 merger

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Account Name : MASTRIANA & CHRISTIANSEN, P.A.
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SPORTS NUTRITION DEPOT, LLC

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2/28/2005

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ARTICLES OF MERGER

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. ESU, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: K66862	Florida	Profit Corporation
2. ESU II, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: P96000014267	Florida	Profit Corporation
3. ESU III, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: P99000098610	Florida	Profit Corporation
4. ESU IV, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: P00000021994	Florida	Profit Corporation
5. ESU V, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: P00000071559	Florida	Profit Corporation
6. ESU VI, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: P00000071551	Florida	Profit Corporation
7. AMS, LLC 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: L02000013577	Florida	Limited Liability Company

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- | | | |
|--|---------|---------------------------|
| 8. 1805 ND, LLC
3750 Park Central Boulevard North
Pompano Beach, FL 33064
Florida Document/Registration Number: L04000004562 | Florida | Limited Liability Company |
| | | |
| 9. Boynton Beach ND, LLC
3750 Park Central Boulevard North
Pompano Beach, FL 33064
Florida Document/Registration Number: L03000015149 | Florida | Limited Liability Company |

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sports Nutrition Depot LLC 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: L04000083296	Florida	Limited Liability Company

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 the 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 the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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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(5), 608.4381(2), and/or 620.202(2), 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 as of March 1, 2005.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:
(Note: Please see instructions for required signatures.)

ESU, INC., a Florida corporation

BY: Elaine Udell
Name: Elaine Udell
Title: President

ESU II, INC., a Florida corporation

BY: Elaine Udell
Name: Elaine Udell
Title: President

ESU III, INC., a Florida corporation

BY: Elaine Udell
Name: Elaine Udell
Title: President

ESU IV, INC., a Florida corporation


BY: Elaine Udell
Name: Elaine Udell
Title: President

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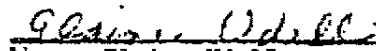
ESU V, INC., a Florida corporation

BY:


Name: Elaine Udell
Title: President

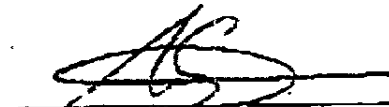
ESU VI, INC., a Florida corporation

BY:


Name: Elaine Udell
Title: President


AMS, LLC, a Florida limited liability company

BY:


Name: Andrew Settler
Title: Managing Member

1805 ND, LLC, a Florida limited liability company

BY:


Name: Andrew Settler
Title: Managing Member

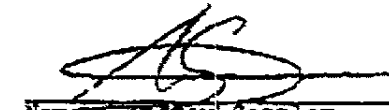
Boynton Beach ND, LLC, a Florida limited liability company

BY:


Name: Andrew Settler
Title: Managing Member

Sports Nutrition Depot, LLC, a Florida limited liability Company ("Surviving Party")

BY:


Name: Andrew Settler
Title: Managing 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, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. ESU, Inc. 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: K66862	Florida	Profit Corporation
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7. AMS, LLC 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: L02000013577	Florida	Limited Liability Company

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8. 1805 ND, LLC Florida Limited Liability Company
3750 Park Central Boulevard North
Pompano Beach, FL 33064
Florida Document/Registration Number: L04000004562
9. Boynton Beach ND, LLC Florida Limited Liability Company
3750 Park Central Boulevard North
Pompano Beach, FL 33064
Florida Document/Registration Number: L03000015149

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sports Nutrition Depot LLC 3750 Park Central Boulevard North Pompano Beach, FL 33064 Florida Document/Registration Number: L04000083296	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows: *No cash will change hands, it being the intention of the parties that the interest in the merging parties will be exchanged for equity interest in surviving party and shall be an even exchange.*

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: *No cash will change hands, it being the intention of the parties that the interest in the merging parties will be exchanged for equity interest in surviving party and shall be an even exchange.*
- 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: *No cash will change hands, it being the intention of the parties that the interest in the merging parties will be exchanged for equity interest in surviving party and shall be an even exchange.*

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: *N/A - Surviving Entity is a limited liability company*

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Andy Settler, Managing Member
Nutrition Depot
3750 Park Central Boulevard North
Pompano Beach, FL 33064

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: *N/A - all business entities that are parties to the merger are either Florida for profit corporations or Florida limited liability companies*

EIGHTH: Other provisions, if any, relating to the merger: *None*

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