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12/17 merger

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, LLC

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STATE OF FLORIDA

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ARTICLES OF MERGER
of
EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, INC.,
and
EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, LLC

Pursuant to the provisions of the Florida Limited Liability Act governing the merger of a domestic corporation with and into a limited liability company, the undersigned entities adopt the following Articles of Merger:

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1. The names of the merging entities are **EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, LLC**, which is a Florida limited liability company and which shall be the surviving limited liability company ("Surviving Entity"), and **EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, INC.**, which is a Florida corporation and the existence of which will cease ("Disappearing Entity").

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2. The Surviving Entity will continue its existence as the Surviving Entity under its current name pursuant to the provisions of the laws of the State of Florida.

3. The merger shall be effective as of the date of filing of these Articles of Merger.

4. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A", was approved and adopted by the sole shareholder of the Disappearing Entity and the sole member of the Surviving Entity by written consents dated December 17th, 2004.

IN WITNESS WHEREOF, the duly authorized managing member of the Surviving Entity and the authorized representative of the Disappearing Entity have respectively executed these Articles of Merger as of December 17, 2004.

SURVIVING ENTITY:

EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, LLC,
a Florida limited liability company

By: [Signature]
Tibor Hollo, Managing Member

DISAPPEARING ENTITY:

EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, INC.,
a Florida corporation

By: [Signature]
Tibor Hollo, Authorized Representative

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
of
EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, INC.,
and
EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into as of December 17, 2004, by and between **EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, LLC**, a Florida limited liability company (the "Surviving Entity"), and **EXECUTIVE & PROFESSIONAL MANAGEMENT SERVICES, INC.**, a Florida corporation (the "Disappearing Entity"), as approved by the sole Member of the Surviving Entity and the sole Shareholder of the Disappearing Entity:

R E C I T A L S:

- A. Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida.
- B. Disappearing Entity is a corporation duly organized and existing under the laws of the State of Florida.
- C. The sole Shareholder of the Disappearing Entity and the sole Member of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the respective member and shareholder, employees and customers of those entities.
- D. Disappearing Entity and Surviving Entity have agreed that Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan 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 and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan, agree as follows:

- 1. **Merger.** Disappearing Entity shall be merged with and into Surviving Entity.
- 2. **Filing and Effective Time.** Surviving Entity shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Statutes. The effective date of the merger (the "Effective Date") shall be at 12:01 A.M. on the date of filing the Articles of Merger with the Florida Secretary of State.

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3. **Surviving Entity.** The Surviving Entity shall continue its existence under its current name pursuant to the provisions of the Florida Limited Liability Company Act ("Florida Act"), and shall succeed without other transfer to all the rights and properties of the Disappearing Entity and shall be subject to all the debts and liabilities of the Disappearing Entity in the same manner as if Surviving Entity had incurred them in accordance with the laws of the State of Florida.

4. **Disappearing Entity.** The separate existence of the Disappearing Entity shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** Each membership interest in the Surviving Entity outstanding immediately prior to the merger, and all rights in respect thereof, shall not be changed as a result of the merger and shall continue to be outstanding. On the Effective Date, each share of stock in the Disappearing Entity outstanding immediately prior to the merger shall be cancelled.

6. **Articles of Organization.** The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. **Managing Member.** Tibor Hollo, the managing member of the Surviving Entity upon the Effective Date, shall continue to be the managing member of the Surviving Entity, who shall hold such position until the election and qualification of his successors or until his tenure is otherwise terminated. The managing member's business address is 100 S. Biscayne Boulevard, Suite 1100, Miami, Florida 33131.

8. **Approval.** The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by the sole Shareholder of the Disappearing Entity and the sole Member of the Surviving Entity. Subsequent to the execution of this Agreement and Plan by the sole shareholder of the Disappearing Entity and the managing member of the Surviving Entity, such persons shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

9. **Amendment.** This Agreement and Plan may be amended with the approval of the managing member of the Surviving Entity and the approval of the sole shareholder of the Disappearing Entity at any time prior to the filing of this Agreement and Plan with the Florida Department of State.

10. **Governing Law.** This Agreement and Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

11. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

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

IN WITNESS WHEREOF, the managing member of the Surviving Entity and the authorized representative of the Disappearing Entity have executed this Agreement and Plan as of the date first above written.

SURVIVING ENTITY:

**EXECUTIVE & PROFESSIONAL
MANAGEMENT SERVICES, LLC,**
a Florida limited liability company

By: 
Tibor Hollo, Managing Member

DISAPPEARING ENTITY:

**EXECUTIVE & PROFESSIONAL
MANAGEMENT SERVICES, INC.,**
a Florida corporation

By: 
Tibor Hollo, Authorized Representative

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