

LD5000020470

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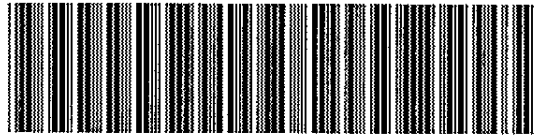
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 325248 81093A

AUTHORIZATION :

COST LIMIT : *[Signature]*

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06 AUG 22 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 21, 2006

ORDER TIME : 4:41 PM

ORDER NO. : 325248-015

CUSTOMER NO: 81093A

ARTICLES OF MERGER

TAORMINA VENTURES, LLC

INTO

TAORMINA VENTURES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, 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/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TAORMINA VENTURES, LLC 737 Old Trail Drive Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration No.: L05000020470      FEI: 20-2561379

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TAORMINA VENTURES, LLC 737 Old Trail Drive Naples, Florida 34103	Delaware	Limited Liability Company

Florida Document/Registration No.: N/A      FEI:

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

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TAORMINA VENTURES, LLC 737 Old Trail Drive Naples, Florida 34103	Delaware	Limited Liability Company

Florida Document/Registration No.: N/A      FEI:

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes. The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FOURTH:** The surviving party 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 members of each domestic limited liability company that is a party to the merger. The surviving party agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount to which they are entitled under sections 608.4384, Florida Statutes.

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06 AUG 22 10:36  
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**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of the limited liability company that is a party to the merger.

**FIFTH:** The merger shall be effective as of the date the Articles of Merger are filed with Florida Department of State.

**SIXTH:** The Articles of Merger comply and are executed in accordance with the laws of the State of Florida.

**SEVENTH:** Signatures for each party are as follows:

**TAORMINA VENTURES, LLC,  
a Florida LLC**

By: Joseph T. Arrigo, Jr.  
Joseph T. Arrigo, Jr., Manager

**TAORMINA VENTURES, LLC,  
a Delaware, LLC**

By: Craig R. Hersch  
Craig R. Hersch, Authorized Person

## PLAN OF MERGER

This Plan of Merger is entered into by and between TAORMINA VENTURES, LLC, a Florida Limited Liability Company; and TAORMINA VENTURES, LLC, a Delaware Limited Liability Company. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 and Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

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

<u>Name:</u>	<u>Jurisdiction:</u>
TAORMINA VENTURES, LLC	Florida
TAORMINA VENTURES, LLC	Delaware

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

<u>Name:</u>	<u>Jurisdiction:</u>
TAORMINA VENTURES, LLC	Delaware

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

- (A) All assets and liabilities of TAORMINA VENTURES, LLC, a Florida LLC will be transferred to TAORMINA VENTURES, LLC, a Delaware LLC. This transaction shall occur upon acceptance by the State of Florida of the Certificate of Merger on the effective date specified therein, and immediately at such time, TAORMINA VENTURES, LLC, a Florida LLC shall cease to exist. The provisions of the Operating Agreement of TAORMINA VENTURES, LLC, a Delaware LLC, shall govern the membership interests of the parties from said date forward.
- (B) The parties to this Agreement intend for the merger to be accomplished as an "Assets Over" transaction in accordance with Proposed Treasury Regulation §1.708-1(c)(2)(i), as may be amended, so that the transaction is considered a tax free merger of partnership interests. To that end, the Parties to this Agreement do hereby include any provision which shall be required in order for this transaction to be considered tax free to the partners and members of the various entities, and do retroactively

exclude any provision which would so disqualify the transaction from tax free treatment.

**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 described in paragraph Third herein.

(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 described in paragraph Third herein.

**FIFTH:** The name and address of the manager of the surviving limited liability company is: AspenWealth Fiduciary Services, LLC, Dixcart House, Fort Charles, Nevis.

Approved and Agreed this 9th day of August, 2000

**TAORMINA VENTURES, LLC,**  
a Florida LLC

By: Joseph T. Arrigo, Jr.  
Joseph T. Arrigo, Jr., Manager

**TAORMINA VENTURES, LLC,**  
a Delaware, LLC

By: Craig R. Hersch  
Craig R. Hersch, Authorized Person