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13 DEC 30 PM 2:14
FBI/DOJ
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

1-902
Mergin

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JYP Investments LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kamran B Tehrani
Contact Person

JYP Investments LLC
Firm/Company

9139 Lake Fischer Blvd
Address

Gotha, FL 34734
City, State and Zip Code

netkarl@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kamran B Tehrani at 407-295-3969
Name of Contact Person Area Code and Daytime Telephone Number

[] Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
13 DEC 30 PM 2:16
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FBT & Sons LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JYP Investments LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

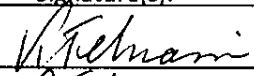
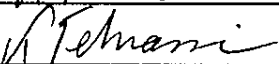
FIFTH: The effective date of the merger shall be the date of the filing.

SIXTH: The surviving party is formed and organized under the laws of Florida.

SEVENTH: The survivor is formed and organized under the laws of Florida, and the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351—608.43595, F.S.

EIGHTH: The surviving party is not an out-of-state entity and is qualified to transact business in this state.

NINTH: Signature(s) for Each Party:

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
FBT & sons LLC		Kamran B Tehrani
JYP Investments LLC		Kamran B Tehrani

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
FBT & Sons LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Name	Jurisdiction	Form/Entity Type
JYP Investments LLC	Florida	Limited Liability Company

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

- The merging entity is a member and owner of the surviving entity.
- The merger is to facilitate record keeping and reduce paperwork.
- No significant change is expected in the effective ultimate investment of the members, and the distribution of profits and losses of the company.
- The respective contribution and draw accounts of the members of the merging entity will be transferred to the surviving entity.

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

- FBT & Sons LLC (entity being merged) is a member of JYP Investments LLC (the surviving entity).
- Each pre-merger member of FBT & Sons LLC will become a member of JYP Investments LLC.
- The company shares of interest in JYP Investments previously held by FBT & Sons along with applicable rights will be transferred to each new member in the same percentage of company interest and as the member had in FBT & Sons LLC.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

- Any such rights will be according to the Operating Agreement of the surviving entity.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

- No such requirements are known to apply.

SIXTH: Other provisions, if any, relating to the merger are as follows:

- No other provisions apply.