

Division of Corporations

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L05000051871

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## MERGER OR SHARE EXCHANGE

CND INVESTMENTS, LLC

Certificate of Status	0
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 30, 2005

CND INVESTMENTS, LLC  
P.O. BOX 1152  
MINNEOLA, FL 34755

SUBJECT: CND INVESTMENTS, LLC  
REF: 105000051871

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective day must be specific and cannot be prior to the date of filing.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tammi Cline  
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**CND INVESTMENTS, INC.,** PC2-118644  
a Florida corporation

**WITH AND INTO**

**CND INVESTMENTS, LLC,** C05-51871  
a Florida limited liability company

CND INVESTMENTS, LLC, a Florida limited liability company ("Surviving Entity") and CND INVESTMENTS, INC., a Florida corporation ("Merging Entity"), hereby adopt the following Articles of Merger for the purpose of affecting the merger of the Merging Entity with and into the Surviving Entity:

**FIRST:** The plan of merger is as follows:

1. On the Effective Date (as hereinafter defined), the Merging Entity will be merged with and into the Surviving Entity, and the Surviving Entity shall be the surviving limited liability company of such merger (the "Merger").

2. The terms and conditions of the Merger are as follows:

(a) The Members own all of the shares of capital stock of the Merging Entity in the same proportion as their ownership of the membership interests in the Surviving Entity. As a result, the shares of the Merging Entity will not be converted into additional membership interests in the Surviving Entity, cash or other consideration, but rather will cease to exist at and as of the Effective Date.

(b) The Surviving Entity will continue in existence under the laws of the State of Florida, and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be continued as if such Merger had not occurred, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party shall be impaired by the Merger.

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(c) The Articles of Organization of the Surviving Entity, as in effect immediately prior to the filing of the Articles of Merger, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(d) The Operating Agreement of the Surviving Entity, as in effect immediately prior to the filing of the Articles of Merger, shall be the Operating Agreement of the Surviving Entity until thereafter amended as provided in the Operating Agreement and by applicable law.

3. The Merger shall become effective on the date and time of the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Date").

4. The names and addresses of the managers of the Surviving Entity are Carlos Jimenez, PO Box 1152, Minneola, Florida 34755 and Mitesh Desai, PO Box 1152, Minneola, Florida 34755.

5. The principal business address of the Surviving Entity is 131 Washington Street, Minneola, Florida 34755, and the mailing address is P. O. Box 1152, Minneola, Florida 34755.

**SECOND:** The Merger was approved, adopted, certified, executed and acknowledged as follows:

1. The Merger was approved, adopted, certified, executed and acknowledged by the Surviving Entity by all of its member and all of the members of the Management Committee of the Surviving Entity, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

2. The Merger was approved, adopted, certified, executed and acknowledged by the Merging Entity by all of the shareholders and all of the members of the Board of Directors of the Merging Entity, in accordance with the applicable provisions of Chapter 607, Florida Statutes.

[remainder of page intentionally left blank;  
signatures appear on next page]

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their duly authorized representatives as of the 1<sup>st</sup> day of June, 2005.

CND INVESTMENTS, LLC,  
a Florida limited liability company

By: 

Name: MITESH DESAI  
Title: PRESIDENT

CND INVESTMENTS, INC.,  
a Florida corporation

By: 

Name: CARLOS JIMENEZ  
Title: VICE PRESIDENT

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