

*L05000059/4/*

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

VP Group LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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8/31/2005 9:03 PAGE 001/001

NO.572 0002  
Florida Dept of State



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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2005 AUG 30 A 8:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 31, 2005

VP GROUP LLC  
1215 SE 2ND AVENUE, SUITE 201  
FORT LAUDERDALE, FL 33316

SUBJECT: VP GROUP LLC  
REF: L05000059141

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

The document is illegible and not acceptable for imaging.

Pursuant to section 608.438(3)(e), 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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DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6227 Tallahassee, Florida 32314

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ARTICLES OF MERGER  
OFVP GROUP LLC  
(a Florida corporation)  
WITH AND INTO  
VP GROUP LLC  
(a Delaware corporation)

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2005 AUG 30 A 8:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Section 608.4382 of the Florida Limited Liability Company Act.

FIRST: VP Group LLC, a Delaware limited liability company, whose principal office address is 9605 Kingston Court, #160, Engelwood, Colorado 80112, is the surviving company (the "Surviving LLC").

SECOND: VP Group LLC, a Florida limited liability company, document number L05000059141, whose principal office address is 9605 Kingston Court, #160, Engelwood, Colorado 80112, is the merging limited liability company (the "Terminating LLC").

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Limited Liability Company Act and has been approved by the Terminating LLC in accordance with the Florida Limited Liability Company Act.

FOURTH: The attached Plan of Merger was approved by the Surviving LLC in accordance with the respective laws of the State of Delaware.

FIFTH: The Surviving LLC 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 right of any dissenting members of the Terminating LLC.

SIXTH: The Surviving LLC agrees to pay any dissenting member of Terminating LLC the amount if any, to which they are entitled under Section 608.4384 of the Florida Limited Liability Act.

SEVENTH: The merger shall become effective upon filing the Articles of Merger with the Florida Department of State and the Certificate of Merger with the Delaware Secretary of State.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of the States of Florida and Delaware.

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The undersigned have executed these Articles of Merger as of the 30th day of **FILED**  
August, 2005.

2005 AUG 30 A 8:55  
VP GROUP LLC, a Florida limited liability  
company  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By: [Signature]  
William D. Evans, Jr., Manager

VP GROUP LLC, a Delaware limited  
liability company

By: [Signature]  
William D. Evans, Jr., Manager

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PLAN OF MERGER

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The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.428 of the Florida Limited Liability Company Act and Section 18-209 of the Delaware Limited Liability Company Act.

FIRST: The following constitute the merging limited liability companies. SECRETARY OF STATE  
TAMARA HASSEE, FLORIDA

1. VP Group LLC, a Florida limited liability company, document number L05000059141, located at 9605 Kingston Court, #160, Englewood, Colorado 80112 (the "Terminating LLC").
2. VP Group LLC, a Delaware limited liability company, located at 9605 Kingston Court, 160, Englewood, Colorado 80112 (the "Surviving LLC").

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

1. The Certificate of Formation of the Surviving LLC, as in effect immediately prior to the merger, shall be the Certificate of Formation of the Surviving LLC.
2. The Operating Agreement of the Surviving LLC, as in effect immediately prior to the merger will be the Operating Agreement of the Surviving LLC and will continue in full force and effect until changed, altered or amended.

THIRD: The manner and basis of converting the interests, shares, obligations, or other securities of each merged party into interests, shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, all member interests of the Surviving LLC shall thereafter constitute all of the outstanding member interests of the Surviving LLC.
2. All the member interests of the Terminating LLC outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

FOURTH: The name and address of the Surviving LLC's manager are VP Investors, LLC, 9605 Kingston Court, #160, Englewood, Colorado 80112.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Incorporation of the  
30th day of August, 2005.

FILED

VP GROUP LLC, a Florida limited  
liability company 2005 AUG 30 A 8:55

By: W.D. Evans, Jr.  
SECRETARY OF STATE  
FLORIDA  
William D. Evans, Jr.  
Manager

VP GROUP LLC, a Delaware  
limited liability company

By: W.D. Evans, Jr.  
William D. Evans, Jr.  
Manager

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