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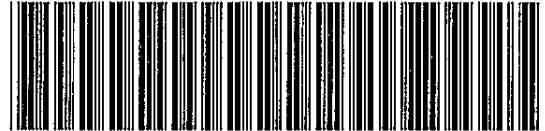
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DATE: 08-15-05

NAME: ~~R~~OI INVESTMENTS, LLC

TYPE OF FILING: MERGER

COST: \$50 - CK ATTACHED

RETURN: PLAIN COPY

ACCOUNT: ~~FCA0000000015~~

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST. The exact name, street address of its principal office, jurisdiction, and entity type of merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ROI Investments, LLC 4996 Kilburn Court Oak Park, CA 91377-4717 California Registration Number 200136210016 FEI Number 41-2033031	California	limited liability company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ROI Investments, LLC 206 Lakeside Circle Sunrise, FL 33326 California Florida Document/Registration Number L05000063868 FEI Number 20-3117071	Florida	limited liability company

THIRD. The attached Agreement and Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201. Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH. The attached Agreement and Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of its jurisdiction.

FIFTH: The surviving entity is formed under the laws of the state of Florida.

SIXTH. The surviving entity is formed under the laws of the state of Florida.

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SEVENTH: No member or person of the surviving entity is as a result of the merger now a general partner of the surviving entity as the surviving entity is a limited liability company.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the dated the Articles of Merger are filed with the Florida Department of State.


TENTH: Te articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH:

(Surviving LLC)

ROI INVESTMENTS, LLC
a Florida limited liability company


By: 
Peter M. Alexander, Managing Member

By: 
Carolyn A. Alexander, Managing Member

(Merging LLC)

ROI INVESTMENTS, LLC
a California limited liability company

By: 
Peter M. Alexander, Managing Member

By: 
Carolyn A. Alexander, Managing Member

AGREEMENT AND PLAN OF MERGER

The following Agreement and Plan of Merger, which was adopted and approved by each party to the merger in accordance with (i) section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, and is being submitted in accordance with sections 607.1108, 608.438, and/or 620.201, Florida Statutes, and (ii) Section 17551 of the California Corporations Code.

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

<u>Name</u>	<u>Jurisdiction</u>
ROI Investments, LLC	California

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

<u>Name</u>	<u>Jurisdiction</u>
ROI Investments, LLC	Florida

THIRD. The terms and condition of the merger are as follows:

(i) **ROI Investments, LLC**, a California limited liability company ("Merging LLC") shall be merged into **ROI Investments, LLC**, a Florida limited liability company ("Surviving LLC").

(ii) The outstanding membership interests of Merging LLC shall be canceled without consideration.

(iii) The outstanding membership interests of Surviving LLC shall remain outstanding and are not affected by the merger.

(iv) Merging LLC shall from time to time, as and when requested by Surviving LLC, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

(v) The effect of the merger and the effective date of the merger are as prescribed by law.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the Merging LLC into the interest, shares, obligations or other securities of the Surviving LLC, in whole or in part, into cash or other property are as follows:

The outstanding membership interests of Merging LLC shall be canceled without consideration. The outstanding membership interests of Surviving LLC shall remain outstanding and are not affected by the merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the Merging LLC into rights to acquire interests, shares, obligations or other securities of the Surviving LLC, in whole or in part, into cash or other property are as follows:

There are no rights to acquire such interest in the Merging LLC that must be converted in favor of the Surviving LLC.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: NOT APPLICABLE

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s), managing member(s) are as follows:

Peter M. Alexander
206 Lakeside Circle
Sunrise, FL 33326

Carolyn A. Alexander
206 Lakeside Circle
Sunrise, FL 33326

SEVENTH: All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

(i) **ROI Investments, LLC**, a California limited liability company ("Merging LLC") shall be merged into **ROI Investments, LLC**, a Florida limited liability company ("Surviving LLC").

(ii) The outstanding membership interests of Merging LLC shall be canceled without consideration.

(iii) The outstanding membership interests of Surviving LLC shall remain outstanding and are not affected by the merger.

EIGHTH: Other provisions, if any, relating to the merger: NONE.

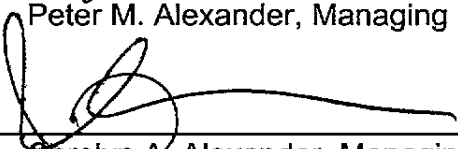
IN WITNESS WHEREOF the parties have executed this Agreement and Plan of Merger
on July 27, 2005.

(Surviving LLC)

ROI INVESTMENTS, LLC

a Florida limited liability company

By: 
Peter M. Alexander, Managing Member

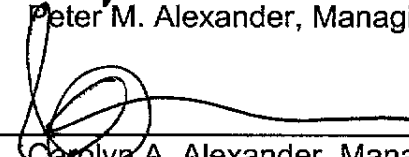
By: 
Carolyn A. Alexander, Managing Member

(Merging LLC)

ROI INVESTMENTS, LLC

a California limited liability company

By: 
Peter M. Alexander, Managing Member

By: 
Carolyn A. Alexander, Managing Member