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Division of Corporations

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MERGER OR SHARE EXCHANGE

ZERO ON THE POINT FLORIDA LLC

Certificate of Status	0
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December 16, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EXPRESS CORPORATE FILING SERVICE INC.

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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.

You need to refax Articles of Merger and the Plan of Merger together.

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

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

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ARTICLES OF MERGER

#P04000067460 OF #L05000090328  
ZERO ON THE POINT CORP. and ZERO ON THE POINT FLORIDA LLC

PURSUANT TO the provisions of Section 607.1109 and Section 608.4382 of the Florida Statutes, the undersigned hereby certify that:

FIRST: That a Plan of Merger has been entered into as of the 30<sup>TH</sup> day of November, 2005, by and among ZERO ON THE POINT CORP. and ZERO ON THE POINT FLORIDA LLC ("Plan of Merger").

SECOND: That the name and state of each of the constituent corporations is ZERO ON THE POINT FLORIDA LLC, a Florida limited liability company and ZERO ON THE POINT CORP., a Florida corporation. The Plan of Merger provides for the merger of ZERO ON THE POINT CORP. into ZERO ON THE POINT FLORIDA LLC.

THIRD: That the name of the surviving corporation is ZERO ON THE POINT FLORIDA LLC.

FOURTH: That the Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws of the State of Florida. The Plan of Merger was approved by the Board of Directors and Shareholders of ZERO ON THE POINT CORP., on this 30<sup>TH</sup> day of November, 2005 and by the Manager and Members of ZERO ON THE POINT FLORIDA LLC on this 30<sup>TH</sup> day of November, 2005.

FIFTH: After the effective date of the merger, the Articles of Organization of the surviving entity shall be identical to the surviving entity's Articles of Organization prior to the merger.

SIXTH: That the Plan of Merger is on file at the principal place of business of ZERO ON THE POINT FLORIDA LLC, the surviving entity, the address of which is 2655 South Bayshore Drive, Suite 703, Miami, FL 33133.

SEVENTH: That a copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder or member of any corporation made a party thereto.

EIGHTH: The authorized capital stock of ZERO ON THE POINT CORP. is 1,000 common shares, at \$1.00 par value. Each unit in ZERO ON THE POINT FLORIDA LLC ("Unit") represents ownership interest in ZERO ON THE POINT FLORIDA LLC. Each share of common stock of ZERO ON THE POINT CORP. issued and outstanding immediately prior to the effective date of the merger, by reason of the Merger, shall be converted into and become one Unit of ZERO ON THE POINT FLORIDA LLC, the surviving entity, upon the effective date of the merger, and each certificate representing outstanding shares of the common stock of ZERO ON THE POINT CORP. immediately prior to the effective date shall thereupon become and be deemed for all

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corporate purposes to evidence the ownership of the same number of fully paid and nonassessable Units of the surviving corporation.

NINTH: That the merger of ZERO ON THE POINT CORP. into ZERO ON THE POINT FLORIDA LLC shall become effective on the Effective Date as that term is defined Article I, Section 1 of the Plan of Merger.

IN WITNESS WHEREOF, the constituent entities have caused these Articles of Merger to be executed and attested to by its duly authorized officers on this 20<sup>TH</sup> day of November, 2005.

ZERO ON THE POINT FLORIDA LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Jorge Braver, Manager

ZERO ON THE POINT CORP.,  
a Florida corporation

By: \_\_\_\_\_

Jorge Braver, Director

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**PLAN OF MERGER**

**BETWEEN**

**ZERO ON THE POINT CORP. and ZERO ON THE POINT FLORIDA LLC**

**THIS PLAN OF MERGER ("Plan") is entered into this 30<sup>th</sup> day of November, 2005 between ZERO ON THE POINT CORP., a Florida corporation ("CORP") and ZERO ON THE POINT FLORIDA LLC, a Florida limited liability company ("LLC").**

**WITNESSETH**

**WHEREAS, the Board of Directors of CORP and the Manager of LLC deem it desirable and in the best business interests of CORP and its stockholders and LLC and its members that CORP be merged into LLC upon the terms and subject to the conditions set forth in this Plan.**

**NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained the parties hereto agree as follows:**

**ARTICLE I**

**Merger**

**Section 1. Surviving Entity. At the Effective Date, as defined in Section 2, CORP shall be merged into LLC, forming one entity, which shall be referred to herein as the "Surviving Entity".**

**Section 2. Effective Date. Subject to the terms of this Plan, the Merger shall become effective upon the filing with the office of the Secretary of State ("Effective Date"). Articles of Merger shall be filed with the State of Florida and in substantially the form of Exhibit "A" attached hereto or such other form reasonably satisfactory to the parties hereto (the "Articles of Merger") and consistent with this Plan.**

**Section 3. Further Assurance. If, at any time after the Effective Date, either party shall decide that any further assignments, assumptions or other instruments are necessary or desirable to vest, perfect or confirm of record or otherwise, in either party the title to any property or right acquired or to be acquired by reason or as a result of the Merger, the Manager of the Surviving Entity or, as the case may be Directors of CORP shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Plan.**

**Section 4. Regulations. The Operating Agreement of LLC in effect immediately prior to the Effective Date shall be and, until amended as provided therein, continue to be the Operating Agreement of the Surviving Entity after the Effective Date.**

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Section 5. Articles of Organization of LLC. The Articles of Organization of LLC as amended and in effect immediately prior to the Effective Date shall be and, until further amended as provided by law, continue to be the Articles of Organization of the Surviving Entity.

Section 6. Manager(s). The Manager(s) of LLC immediately prior to the Effective Date shall constitute the Manager(s) of the Surviving Entity after the Effective Date until his or her successor(s) shall have been elected and qualified as provided in the Operating Agreement of the Surviving Entity and in this Plan.

## ARTICLE 2

### Cancellation of Shares at the Effective Date

Each share of CORP issued and outstanding immediately prior to the Effective Date, by reason of the Merger, shall be cancelled on the Effective Date.

## ARTICLE 3

### Effect of Merger

#### Section 1. Upon the Effective Date:

a) CORP and LLC shall become a single entity of which LLC shall be the Surviving Entity and continue its existence under the laws of the State of Florida. The name of the Surviving Entity shall be ZERO ON THE POINT FLORIDA LLC. For purposes of the Internal Revenue Code (I.R.C.) as amended in 1986, this transaction shall be deemed to be composed of the following steps:

(b) The separate existence of CORP shall cease, and the Surviving Entity shall possess all the rights, privileges, immunities and franchises of CORP. On the Closing Date, all property, real, personal and mixed, debts and all other choses in action and all and every other interest of or belonging to or due to CORP shall be transferred to the Surviving Entity. The title to any real estate, or any interest therein, vested in CORP shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of CORP. The Merger shall impair neither the rights of creditors nor any liens upon the property of CORP.

Section 2. Merger and Basis of Converting Interests. The authorized capital stock of CORP is 1,000 common shares, at \$1.00 par value. Each unit in LLC ("Unit") represents ownership interest in LLC. Each common share of CORP issued and outstanding immediately prior to the Effective Date of the Merger, by reason of the Merger, shall be converted into and become one membership Unit of LLC, the Surviving Entity, upon the effective date of the Merger, and each certificate representing shares of CORP immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of fully paid and common shares of the Surviving Entity.

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**ARTICLE 4**

**Representations and Warranties of  
ZERO ON THE POINT FLORIDA LLC**

LLC represents and warrants to CORP as follows:

Due Organization, Etc. LLC is a duly organized and validly existing limited liability company in good standing under the laws of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to CORP.

**ARTICLE 5**

**Representations and Warranties of  
ZERO ON THE POINT CORP.**

CORP represents and warrants to LLC as follows:

Due Incorporation, Etc. CORP is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to LLC.

**ARTICLE 6**

**Successors and Assigns**

All terms, covenants, representations, warranties and conditions of this Plan shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns.

**ARTICLE 7**

**Manager**

Pursuant to Section 607.1101(2)(a) of the Florida Statutes, the name and business address of the Manager(s) of ZERO ON THE POINT FLORIDA LLC. is as follows:

Jorge Braver  
2663 South Bayshore Drive  
Suite 703  
Miami, FL 33133

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CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

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## ARTICLE 3

### General Provisions

**Section 1. Place of Closing, Closing Date.** The closing shall take place at the offices of Richards & Associates, P.A., 2665 South Bayshore Drive, Suite 703, Miami, Florida, 33133 on or before the tenth (10th) day following the Effective Date or at such other place, and at such time, as the parties may mutually agree ("Closing Date").

**Section 2. Entire Understanding.** This Plan constitutes the entire agreement and supersedes all prior agreements, both written and oral, between the parties hereto with respect to the subject matter hereof.

**Section 3. Waivers.** The failure of any party at any time or times to require performance of any provision hereof shall in no manner affect its right at a later time to enforce the same. No waiver by any party of any condition of any breach of any term, covenant, representation or warranty contained in this Plan shall be effective unless in writing, and no waiver in any one or more instances shall be deemed to be a further continuing waiver of any such condition or breach in other instances or a waiver of any other condition or breach of any other term, covenant, representation or warranty.

**Section 4. Termination.** At any time prior to the filing of the Articles of Merger with CORP and LLC, either party may terminate this Plan hereto.

**Section 5. Counterparts.** This Plan may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**Section 6. Heading.** The headings preceding the text of sections of this Plan are for convenience only and shall not be deemed part of this Plan.

**Section 7. Applicable Law.** This Plan shall be governed, construed and enforced in accordance with the laws of the State of Florida.

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RICHARDS & ASSOCIATES  
TALLAHASSEE, FLORIDA



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IN WITNESS WHEREOF, the parties have hereto set their hands and seals as of the date first above written.

**ZERO ON THE POINT CORP.**  
a Florida corporation

By: \_\_\_\_\_

Jorge Braver, Director

**ZERO ON THE POINT FLORIDA LLC**

By: \_\_\_\_\_

Jorge Braver, Manager

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