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Division of Corporations

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MERGER OR SHARE EXCHANGE

Global Development International LLC

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**ARTICLES OF MERGER
OF
GLOBAL DEVELOPMENT INTERNATIONAL LLC**
(A Florida Limited Liability Company)
(pursuant to Sections 607.1109, 608.4382, and/or 620.203, Florida Statutes)

Pursuant to Section(s) 607.1109, 608.4382, and/or 620.203 of the Florida Statutes, the undersigned authorized person submits the following Articles of Merger for filing and certifies that:

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

Name and Street Address
Global Development International LLC
800 Douglas Road, Suite 105
Coral Gables, FL 33134

Jurisdiction
Florida

Entity Type
LLC

Florida Document/Registration Number: L05000108067 FEI Number: Applied For

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

Name and Street Address
Global Development International LLC
1209 Orange Street
Wilmington, DE 19801

Jurisdiction
Delaware

Entity Type
LLC

Delaware Document/Registration Number: 4084702 FEI Number: Applied For

(Attach additional sheet(s) if necessary)

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THIRD: The attached 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 Global Development International LLC, a Florida limited liability company that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by Global Development International LLC, a Delaware limited liability company that is a party to the merger in accordance with the respective laws of the State of Delaware.

FIFTH: Global Development International LLC, a Delaware limited liability company 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 rights of any dissenting shareholders, partners, and/or members of Global Development International LLC, a Florida limited liability company that is a party to the merger.

SIXTH: Global Development International LLC, a Delaware limited liability company, and the surviving entity agrees to pay any dissenting shareholders, partners, and/or members of Global Development International LLC, a Florida limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: Global Development International LLC, a Delaware limited liability company, and the surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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(Attach additional sheet(s) if necessary)

EIGHTH: The merger of Global Development International LLC, a Florida limited liability company, into Global Development International LLC, a Delaware limited liability company, is permitted under the respective laws of the State of Florida and the State of Delaware, and is not prohibited by the Articles of Organization, Certificate of Formation and or the Limited Liability Company Agreement of the entities that are a party to the merger.

NINTH: The merger of Global Development International LLC, a Florida limited liability company, into Global Development International LLC, a Delaware limited liability company shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of the State the State of Florida and the State of Delaware.

IN WITNESS WHEREOF, the undersigned authorized person hereby acknowledges that the foregoing Articles of Merger is such person's free act and deed and that the facts stated therein are true on this 29th day of December 2005.


Robert Masad, Esq., Authorized Person

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TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

**PLAN OF MERGER
OF
GLOBAL DEVELOPMENT INTERNATIONAL LLC
(A Florida Limited Liability Company)**

Pursuant to Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202 of the Florida Statutes, the undersigned authorized person states that the following Plan of Merger was adopted and approved by each party to the merger, and that such Plan of Merger is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes for filing and certifies that:

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

<u>Name</u>	<u>Jurisdiction</u>
Global Development International LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Global Development International LLC	Delaware

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

As described in the Agreement for Merger, Certificate of Merger, Articles of Merger and the Plan of Merger.

FOURTH: The manner and basis for the conversion of interests and rights are as follows:

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

The beneficial interests of Global Development International LLC, a Florida limited liability company shall be converted one for one for beneficial interests of Global Development International LLC, a Delaware limited liability company.

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

No rights to acquire the beneficial interests of Global Development International LLC have been issued.

(Attach additional sheet(s) if necessary)

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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 members are as follows:

Robert Masud, Esq.
c/o Masud & Company LLC
60 State Street, Suite 700
Boston, MA 02109

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

Not Applicable.

EIGHTH: There are no other provisions relating to the merger.

IN WITNESS WHEREOF, the undersigned authorized person hereby acknowledges that the foregoing Plan of Merger is such person's free act and deed and that the facts stated therein are true on this 29th day of December 2005.


Robert Masud, Esq., Authorized Person

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