

Jan 19 2006 8:45AM

BARITZ&COLMAN

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Division of Corporations

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LOS 000122983 **FILED**

Florida Department of State
Division of Corporations
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2006 JAN 19 A 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : BARITZ & COLMAN LLP
Account Number : 020000000130
Phone : (561) 750-0910
Fax Number : (561) 750-5045

MERGER OR SHARE EXCHANGE

PSL/VERO LLC

Certificate of Status	1
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ARTICLES OF MERGER

2006 JAN 19 A 8:59

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

TALLAHASSEE, FLORIDA

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

Name and Street AddressJurisdictionEntity Type1. PSL VERO LLC8135 Lake Worth Road, Suite B
Lake Worth, FL 33467FloridaCorporation

Florida Document/Registration Number: P04000172525

FEI Number: 020735269

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

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

Name and Street AddressJurisdictionEntity Type

PSL/VERO LLC

8135 LAKE WORTH ROAD STE B
LAKE WORTH FL 33467FloridaLimited Liability Company

Florida Document/Registration Number: _____

FEI Number: Applied For

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 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: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: 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 operating agreement or articles of organization of any limited liability company that is a party to the merger. 19 A 8:59

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

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE(S) FOR EACH PARTY

Name of Entity

Signature(s)

Typed or Printed Name of Individual

PSLAVERO, Inc.

JEFFREY PECHTER, President

PSLAVERO LLC

JEFFREY PECHTER, Manager

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PLAN OF MERGER

2006 JAN 19 A 8:59

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes. TALLAHASSEE, FLORIDA

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

<u>Name:</u>	<u>Jurisdiction</u>
PSL/VERO, Inc	Florida

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

<u>Name:</u>	<u>Jurisdiction</u>
PSL/VERO LLC	Florida

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

<u>Name:</u>	<u># of Shares</u>	<u>Membership Interest</u>
JEFFREY PECHTER	1	1%
JSP GP LLC	99	99%

FOURTH:

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 shares in the merging party corporation shall become membership interests in the surviving party, as more particularly set forth in Paragraph THIRD, above. Each shareholder shall be given membership interests in the surviving party equivalent to the number of shares it held in the merging entity.

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:

N/A

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:

Name(s) and Address(es) of General Partner(s)
N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

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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:

Jeffrey Pechter

Manager/Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
8135 LAKE WORTH RD
STE B
LAKE WORTH FL 33467

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:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)

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