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Florida Department of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : HARITE & 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

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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

mers by party are as follows;	· principal office, jui	isinicuon, and entity type for days
Namı and Street Address	<u>Jurisdictio</u>	n Endry Type
1. PSI VERO TAGE 8135 Lake Worth Road, Suite B Lake Worth, FL 33467	<u>Florida</u>	Corporation
Florica Document/Registration Number: P0400	00172525	FEI Number: 020735269
2		<u> </u>
Florica Document/Registration Number:	FE	I Number:
Florica Document/Registration Number:	FE	Number:
SEC()ND: The exact name, street address out of the party are as follows:	of its principal office, j	urisdiction, and entity type of the
Name and Street Address	Jurisdiction	Entity Type
PSL/VERO LLC B135 LAKE WORTH ROAD STE B LAKI! WORTH FL 33467	Florida	Limited Liability Company
Florida Document/Registration Number:	<u></u>	FEI Number: Applied For
THIR D: The attached Plan of Merger meets to and/o:: 620.201, Florida Statutes, and was company, partnership and/or limited partnership and/or 620, Florida (Chapter(s) 607, 617, 608, and/or 620, Florida (Chapter)	approved by each domership that is a party t	estic corporation, limited liability

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

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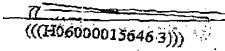
FIFIH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the operating agreement or articles of organization of any limited liability company that is a party to the filterget. 19 A 8: 59

SECRETARY OF STATE SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with A 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) Printed Name of Individua
PSL/VERO. Inc.	JEPPREY PECHTER President
PSLIVERO LLC	



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#### PLAN OF MERGER .

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· 1. (1) (1) (1) (1)

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 TATE accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Stantast-LAHASSEE, FLORIDA

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

Name: PSL/VERO, Inc.

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Jurisdiction Florida

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

Nam: PSL/VERO LLC Jurisdiction Florida

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

Name JEFFILEY PECHTER # of Shares

Membership Interest

1%

JSP GP LLC

QQ

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 hold in the merging entity.

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

N/A

<u>FIFTI(:</u> 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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SEXTH: If a limited liability company is the surviving entity the name (s) and address(es) of the SECRETARY OF STATE

BISSEARE WORTH RD mans ger(s)/managing members are as follows:

Jeffrey Pechter

Jan 19 2006 8:458M

Manager/Member

STEB

LAKE WORTH FL 33467

SEVIENTH: 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

EIGE TH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)