

DEC 30 2005 11:07 PM FR HOLLAND & KNIGHT

TO 22138#105034#1#S P.01

Division of Corporations

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L05000122987

## Florida Department of State

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**From:**

Account Name : JAM MARK LIMITED  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

SAMY CO., LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	<del>\$96.25</del>

90.00

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EFFECTIVE DATE  
12/31/05

7p

ARTICLES OF MERGER

OF  
SAMY CO.  
INTO  
SAMY CO., LLC

P-112470

L05-122987

THE UNDERSIGNED, as duly authorized representatives of Samy Co., LLC, a Florida limited liability company ("Samy LLC"), and Samy Co., a Florida corporation ("Samy Co."), and for the purpose of complying with the provisions of Sections 607.1109 and 608.4382 of the Florida Statutes and in order to effectuate the merger of Samy Co. into Samy LLC, with Samy LLC as the surviving entity (the "Surviving Entity"), hereby certify as follows:

FIRST: The name of the Surviving Entity is Samy Co., LLC, and the jurisdiction of its organization is the State of Florida, the laws of which permit this merger. Its principal place of business is 8815 N.W. 33<sup>rd</sup> Street, #100, Doral, Florida 33172.

SECOND: The name and place of organization of the entity being merged into the Surviving Entity is Samy Co., a corporation organized in the jurisdiction of the State of Florida, the laws of which permit this merger. Its principal place of business is 8815 N.W. 33<sup>rd</sup> Street, #100, Doral, Florida 33172.

THIRD: An agreement of plan of merger that meets all the requirements of Sections 607.1108 and 608.438 was adopted by each entity that is a party to this merger and is attached hereto as Exhibit A.

FOURTH: The agreement of plan of merger was approved by the board of directors and sole shareholder of Samy Co. as of December 30, 2005 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FIFTH: The agreement of plan of merger was approved by the sole manager and the sole member of Samy LLC as of December 30, 2005 in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

SIXTH: The merger of Samy Co. into Samy LLC shall be effective December 31, 2005 at 11:59 p.m.

[Signature blocks appear on the following page]

EFFECTIVE DATE  
12/31/05

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TO 22138#105034#1#9 P.06

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**Exhibit A**  
**Agreement and Plan of Merger**

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**IN WITNESS WHEREOF**, the undersigned have executed this document as of the 30<sup>th</sup> day of December, 2005.

**SAMY CO.**

By:   
Name: Luis Delgado  
Its: President

**SAMY CO., LLC**

By:  Holding Company, its  
Manager

By:   
Name: Luis Delgado  
Its: President

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**AGREEMENT AND PLAN OF MERGER  
OF  
SAMY CO.  
INTO  
SAMY CO., LLC**

This Agreement and Plan of Merger ("Merger Agreement") is entered into as of the 30th day of December, 2005 by and between Samy Co., a Florida corporation (the "Corporation"), and Samy Co., LLC, a Florida limited liability company ("Samy LLC").

**RECITALS**

WHEREAS, the Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Samy LLC is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the laws of the State of Florida permit a merger of a Florida corporation with and into a Florida limited liability company; and

WHEREAS, the board of directors and sole shareholder of the Corporation deem it advisable and in the best interests of the Corporation and its sole shareholder, that the Corporation merge with and into Samy LLC pursuant to the Florida Statutes (the "Merger"); and

WHEREAS, the manager and sole member of Samy LLC deem it advisable and in the best interests of Samy LLC and its sole member, that the Corporation merge with and into Samy LLC pursuant to the Florida Statutes; and

WHEREAS, the board of directors and sole shareholder of the Corporation and the sole manager and sole member of Samy LLC, by resolutions duly adopted, have approved of the Merger upon the terms and conditions of this Merger Agreement and directed that the Corporation merge into Samy LLC upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the Florida Statutes.

In consideration of the premises and the terms and conditions set forth in this Merger Agreement, the parties agree as follows:

**AGREEMENT**

1. **Merger of the Corporation and Samy LLC; Effect of Merger.** Pursuant to the laws of the State of Florida, and subject to and in accordance with the terms and conditions of this Merger Agreement, the Corporation and Samy LLC shall merge. The Merger shall be effective on December 31, 2005 ("Effective Date"). On the Effective Date, the Corporation and Samy LLC shall be merged in the manner and with the effect provided by Sections 607.11101 and 608.4383 of the Florida Statutes. The separate existence of the Corporation shall cease and Samy LLC shall be the surviving entity (the "Surviving Entity").

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TALLAHASSEE, FLORIDA

*[Handwritten signature]*

2. **Cancellation of Corporation Common Stock.** On the Effective Date, each share of the Company's capital stock shall be cancelled for no consideration.

3. **Formation Documents.** On the Effective Date, (a) the articles of organization of Samy LLC shall be the articles of organization of the Surviving Entity, (b) the operating agreement of Samy LLC shall be the operating agreement of the Surviving Entity, and (c) the manager of Samy LLC, which is Samy Holding Company and whose address is 8815 N.W. 33<sup>RD</sup> St., #100, Doral, Florida 33172, shall be the manager of the Surviving Entity.

4. **Successors and Assigns.** This Merger Agreement shall inure to the benefit of and be binding upon the successors and assigns of each party.

5. **Amendment and Waiver.** No supplement, modification or amendment of, or waiver with respect to, this Merger Agreement shall be binding unless executed in writing.

6. **Headings.** The headings in this Merger Agreement are solely for convenience of reference and shall not limit or otherwise affect the meaning of this Merger Agreement.

7. **Severability and Conflicts.** If one or more of the provisions of this Merger Agreement or any application thereof is declared invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions and any application thereof will in no way be affected or impaired.

8. **Entire Agreement.** This Merger Agreement and the Exhibits hereto supersede all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties with respect to such subject matter.

9. **Counterparts.** This Agreement may be executed in counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

*[Signature blocks appear on the following page]*

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Dec 28 05 10:42p

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The parties have executed this Merger Agreement as of the date first set forth above.

**SAMY CO.**

By:   
Name: Luis Delgado  
Its: President

**SAMY CO., LLC**

By:  Holding Company, its  
Manager

By:   
Name: Luis Delgado  
Its: President

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