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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GatherGate, LLC

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ARTICLES OF MERGER  
BETWEEN  
GATHERGATE, INC.  
AND  
GATHERGATE, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, GatherGate, Inc., a Florida corporation ("Merging Corporation") and GatherGate, LLC, a Florida limited liability company ("Survivor"), adopt the following Articles of Merger for the purpose of effecting the merger of Merging Corporation into Survivor, which will be the surviving corporation (the "Merger").

**ARTICLE I**

The Plan of Merger for merging the Merging Corporation into the Survivor is attached hereto as Exhibit A and made a part hereof.

**ARTICLE II**

The attached Plan of Merger was approved by the Merging Corporation and the Survivor in accordance with the applicable provisions of Chapter 607 and 608 of the Florida Statutes.

**ARTICLE III**

The effective date of the Merger shall be at the time of filing these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed this document this 26 day of

April, 2006.

GATHERGATE, INC.

By: MadieName: Juan J. SadieTitle: President

GATHERGATE, LLC

By: MadieName: Juan J. SadieTitle: Manager

FROM: HK

FAX NO.: 4072445288

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EXHIBIT A

PLAN OF MERGER

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1. GatherGate, Inc., which is a business corporation of the State of Florida, hereby merges into GatherGate, LLC, a limited liability company of the State of Florida, pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act.

2. The separate existence of GatherGate, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act, and GatherGate, LLC shall continue its existence as the surviving entity pursuant to the provisions of the Florida Limited Liability Company Act.

3. The issued shares of GatherGate, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective date and time of the merger shall be surrendered and extinguished.

4. The Manager of GatherGate, LLC is hereby authorized, empowered, and directed to do any and all acts, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. The name and business address of the sole Manager of GatherGate, LLC, the surviving entity, is as follows:

Juan J. Sadie  
16418 Lakeshore Dr.  
Clermont, Florida 34715