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Division of Corporations

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To:

Division of Corporations

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Account Name : BROAD AND CASSEL (BOCA RATON)

Account Number: 076376001555

; (561)483-7000

Fax Number

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MERGER OR SHARE EXCHANGE

DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC

Certificate of Status	0
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6/29/2006

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CERTIFICATE OF MERGER

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DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC a Florida limited liability company (Document #L66000065649)

and

DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION a New York corporation

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Certificate of Merger:

- 1. The names of the merging entities are DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION (the "Disappearing Entity"), which is a corporation organized under the laws of the State of New York, the existence of which will cease, and DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.
- 2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".
- 3. The merger shall be effective as of the date of filing of the Certificate of Merger with the Florida Department of State.
- 4. The Agreement and Plan of Merger was approved and adopted by the Disappearing Entity and the Surviving Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act and the New York Business Corporation Law.
- 5. The Surviving Entity will continue to exist under the name "DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC" pursuant to the provisions of the laws of the State of Florida.

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[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

IN WITNESS WHEREOF, the undersigned have executed the Certificate of Merger as of June 29, 2006.

DISAPPEARING ENTITY:

DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION, a New York corporation

John T. Black, President

SURVIVING ENTITY:

DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC, a Florida limited liability company

By: North Manager

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EXHIBIT "A" Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

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DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC a Florida limited Hability company

and

DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION a New York corporation

THIS AGREEMENT AND PLAN OF MERGER by and between DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION, which is a corporation organized under the laws of the State of New York (the "Disappearing Entity"), and DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC which is a limited liability company organized under the laws of the State of Florida (the "Surviving Entity"), as approved by the members/shareholders of each of the Disappearing Entity and the Surviving Entity and executed by each of the authorized officers of the Disappearing Entity and the Surviving Entity:

WITNESSETH:

WHEREAS, the Disappearing Entity is a corporation duly organized and existing under the laws of the State of New York; and

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

WHEREAS, the Officers of the Disappearing Entity and the Officers of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members/shareholders of both entities and the members/shareholders have approved the Agreement and Plan of Merger as required under New York law with respect to the Disappearing Entity and Florida law with respect to the Surviving Entity; and

WHEREAS, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida and the State of New York.

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NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving limity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

- 1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida and the State of New York permit such a merger.
- 2. Upon the approval and adoption of this Agreement and Plan of Merger, the Contificate of Merger complying with the applicable provisions of the Florida Limited Liability Company Act shall be duly executed by the designated officer of each of the Disappearing Entity and the Surviving Entity, and shall be filed with the Florida Department of State.
- 3. Upon the approval of this Agreement and Plan of merger, Certificate of Merger complying with the applicable provisions of the New York Business Corporation Law shall be duly executed by the designated officer of each of the Disappearing Entity and the Surviving Entity, and shall be filed with Department of State, Division of Corporations for the Sate of New York.
- 4. The Surviving Entity shall continue its existence under the name of "DIVERSIMTED ACQUIRING SOLUTIONS SALES, LLC" pursuant to the provisions of the Florida Limited Liability Company Act.
- 5. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of New York.
- 6. The capital and profits of each of the Disappearing Entity and the Surviving Entity are owned by the same persons in each entity and in identical percentages in each entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefore, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefore, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.
- 7. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.
- 8. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

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- 9. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.
- 10. The Manager and the Officers of the Surviving Entity upon the effective date of the merger shall continue to be the Manager and Officers of the Surviving Entity.
- 11. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
- 12. The Manager and the Officers of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, 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 Agreement and Plan of Merger for the merger provided herein.
- 13. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.
- 14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.
- 15. The Surviving Entities' Manager is John T. Black, 214 SE 13th Street, Fort Lauderdale, Florida 33316.

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[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 29 day of June, 2006.

DISAPPEARING ENTITY:

DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION, a New York corporation

By: Ook T. Black, President

SURVIVING ENTITY:

DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC, a Florida limited liability company

By: Manager

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(SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER)

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DISAPPEARING ENTITY:

DIVERSIFIED ACQUIRING SOLUTIONS SALES CORPORATION, a New York corporation

John T. Black, President

SURVIVING ENTITY:

DIVERSIFIED ACQUIRING SOLUTIONS SALES, LLC, a Florida limited liability company

John T. Black, Manager

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