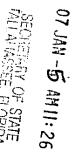
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## Orshan, Lithman, Seiden, Ramos, Hatton, Huesmann & Fajardo, LLLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

150 Alhambra Circle Suite 1150 Coral Gables, Florida 33134

> Tel: (305) 858-0220 Fax: (305) 854-6810 Email: law@olsrhh.com www.olsrhh.com

#### Attorneys at Law

Robert D. Orshan Robert P. Lithman Jan K. Seiden Jorge H. Ramos David L. Hatton Nicole J. Huesmann Ariana Fajardo

Jamie Segal Davis

September 27, 2006

Florida Department of State **Division of Corporations** Post Office Box 6327 Tallahassee, FL 32314

Sample It! Promotions, LLC, a Florida Limited Liability Company - Merger

Dear Sir or Madam:

RE:

Enclosed please find the Certificate and Plan of Merger for the above registered company together with our check in the sum of \$60.00, representing full payment of the filing fees.

If you have any questions, please do not hesitate to contact us,.

Very truly yours,

Jorge H. Ramos

JHR/cg Enc.



### FLORIDA DEPARTMENT OF STATE Division of Corporations

December 29, 2006

ORSHAM LITHMAN SEIDEN RAMOS HATTON HUESMANN & FAJARDO, 150 ALHAMBRA CIRCLE STE 1150 CORAL GABLES, FL 33134

SUBJECT: SAMPLE IT! PROMOTIONS, LLC.

Ref. Number: L06000091465

We have received your document for SAMPLE IT! PROMOTIONS, LLC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas Document Specialist

Letter Number: 906A00073036

This instrument prepared by: Jorge H. Ramos, P.A. 150 Alhambra Circle Suite 1150 Coral Gables, Florida 33134

#### **CERTIFICATE OF MERGER**

Pursuant to Section 608.4382, Florida Statutes, the following Florida limited liability company (the "Company") and Florida corporation (the "Corporation"), more particularly described herein, hereby make, acknowledge and file this Plan of Merger (the "Plan") and the attached Articles of Organization, merging the Company and the Corporation, as follows:

- 1. The purpose of the business of the Merger is the consolidation and management of the business of the Company and of the Corporation.
- 2. The exact names and addresses of the principal office, jurisdiction and entity for each merging company are as follows:
- a. Sample It! Promotions, LLC. a Florida limited liability company, located at 1500 S. Douglas Road, Suite 230, Coral Gables, Florida 33134. Registered with the Secretary of State of Florida under document registration number L06000091465 and having FEI number 20-5621419, a copy of the Articles of Organization is attached hereto as Exhibit "A".
- b. Sample It! Promotions, INC., a Florida corporation, located at 2690 SW 22 Avenue, Miami, Florida 33133. Registered with the Secretary of State of Florida under document number P04000030654 and having FEI number 47-0938577, a copy of the Articles of Organization is attached hereto as Exhibit "B".
  - 3. The name and address of the surviving company is:

Sample It! Promotions, LLC. a Florida limited liability company, located at 1500 S. Douglas Road, Suite 230, Coral Gables, Florida 33134. Registered with the Secretary of State of Florida under document registration number L06000091465 and having FEI number 20-5621419.

4. The merger was approved by the members of the Company and by the shareholders of the Corporation that are parties to this Article. The written approval of all the shareholders of the corporation who, as result of the merger, became members of the surviving company has been obtained pursuant to Section 608.4381 (2) Florida Statutes.

- 5. The merger shall not affect any obligation of the members related to the limited liability company or the shareholders related to the corporation prior to the merger. Further, upon the date the effective date of the merger, 1 October 2006, all property of the merging company and corporation shall be vested in, Sample It! Promotions, LLC. a Florida limited liability company.
- 6. The merger of the companies shall be effective as of 1 October 2006. accounting and administrative purposes.

The undersigned affirm under penalty of perjury that the facts stated herein are true.

IN WITNESS HEREOF, the undersigned have hereunto affixed their signature to the foregoing as of 28 September 2006, in accordance with Section 608.439, Florida Statutes.

Sample It! Promotions, INC.

a Florida corporation

Machado Garcia-Serra, LLC.

a Florida limited liability company, Shareholder

Manuel E. Machado, Managing Member

Sample It! Promotions, LLC.

a Florida limited liability company

By: Machado Garcia-Serra, LLC.

a Florida limited liability company, Member

Manuel E. Machado, Managing Member

SAMPLE IT! PROMOTIONS, LLC. PLAN OF MERGER

FILE

This instrument prepared by: Jorge H. Ramos, P.A. 150 Alhambra Circle Suite 1150 Coral Gables, Florida 33134

#### PLAN OF MERGER

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- b. Sample It! Promotions, INC., a Florida corporation, located at 2690 SW 22 Avenue, Miami, Florida 33133. Registered with the Secretary of State of Florida under document number P04000030654.
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Sample It! Promotions, LLC. a Florida limited liability company, located at 1500 S. Douglas Road, Suite 230, Coral Gables, Florida 33134. Registered with the Secretary of State of Florida under document registration number L06000091465 and having FEI number 20-5621419.

- 4. The merger was approved by the members of the Company and by the shareholders of the Corporation that are parties to this Article. The written approval of all the shareholders of the corporation who, as result of the merger, became members of the surviving company has been obtained pursuant to Section 608.4381 (2) Florida Statutes.
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