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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

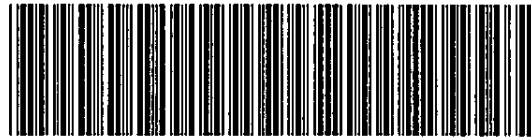
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2007 MAY -2 PM12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JENMAR GROUP, LLC

4025 Cattlemen Road
Unit #163
Sarasota, Florida 34233
(941) 371-1010

April 30, 2007

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

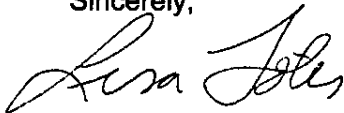
RE: ABIEL, LLC

Dear Sir/Madam:

Enclosed for filing are duplicate originals of the Certificate of Merger of Abiel, LLC, a Nevada limited liability company, with and into JenMar Group, LLC, a Florida limited liability company. Using the enclosed original, please provide a certified copy of the filed Articles. We enclose a check made payable to "Florida Secretary of State" in the amount of \$80.00 to cover the fees for this filing.

Thank you for your prompt attention to this matter, and please feel free to contact me should you have any questions or comments concerning the foregoing.

Sincerely,



Lisa Folis
Paralegal

Enclosures

cc: Bruce Chapnick (w/o encls.)

**CERTIFICATE OF MERGER
OF
ABIEL, LLC,
A NEVADA LIMITED LIABILITY COMPANY
INTO
JENMAR GROUP, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 608.438 and Nevada Revised Statutes Section 92A.190, Abiel, LLC, a Nevada limited liability company ("Disappearing Entity"), and Jenmar Group, LLC, a Florida limited liability company ("Surviving Entity") (the Surviving Entity and Disappearing Entity are hereinafter referred to as the "Constituent Entities") adopt the following Articles of Merger:

1. Name, Principal Office, Jurisdiction, and Type of Entity. The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity are as follows:

a. Disappearing Entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Abiel, LLC 3225 McLeod Drive Suite 100 Las Vegas, NV 89121	Nevada	limited liability company

b. Surviving Entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jenmar Group, LLC 4025 Cattlemen Road Unit 163 Sarasota, Florida 34233	Florida	limited liability company

Florida Document/Registration Number: L06000109284

2. Name, Principal Office, Jurisdiction, and Type of Entity of Surviving Entity. The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jenmar Group, LLC 4025 Cattlemen Road Unit 163 Sarasota, Florida 34233	Florida	limited liability company

Florida Document/Registration Number: L060001092864

3. Plan of Merger Requirements. The Plan of Merger, annexed hereto as Exhibit A and made a part hereof ("Plan of Merger"), meets the requirements of Florida Statutes Sections 608.438 and Nevada Revised Statutes Section 92A.100 and was approved by each of the Constituent Entities that is a party to the Plan of Merger in accordance with Florida Statutes Chapter 608 and Nevada Revised Statutes Section 92A.150.

4. Method of Accomplishing the Merger. Pursuant to the Plan of Merger, all issued and outstanding membership interests in Disappearing Entity will be cancelled upon merger of Disappearing Entity into Surviving Entity, and the Disappearing Entity will be merged into Surviving Entity, with Surviving Entity being the surviving entity of the merger ("Merger").

5. Address for Copies of Process. Pursuant to Nevada Revised Statutes Section 92A.190(c), the address of the Surviving Entity where copies of process may be sent by the Secretary of State of Nevada is: 4025 Cattlemen Road, Unit 163, Sarasota, Florida 34233.

6. Effective Date/Time. Pursuant to Section 607.1105(1)(b), F.S. and Section 608.4382(1)(f), F.S., the date and time of the effectiveness of the Plan of Merger shall be at 12:01 a.m., E.S.T. on the date of filing.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Merger as of February 26, 2007.

DISAPPEARING ENTITY

ABIEL, LLC, a Nevada limited liability company

By: Mark T. McCool
Mark T. McCool, a Managing Member

SURVIVING ENTITY

JENMAR GROUP, LLC a Florida limited liability company

By: Mark T. McCool
Mark T. McCool, a Managing Member

EXHIBIT A
PLAN OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
BY AND BETWEEN
ABIEL, LLC,
A NEVADA LIMITED LIABILITY COMPANY
AND
JENMAR GROUP, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER ("Agreement") is entered into as of February 26, 2007, between Abiel, LLC, a Nevada limited liability company (the "Disappearing Entity"), located at 3225 McLeod Drive, Suite 100, Las Vegas, NV 89121, and Jenmar Group, LLC, a Florida limited liability company (the "Surviving Entity"), located at 4025 Cattlemen Road, Unit 163, Sarasota, FL 34233 (collectively the "Constituent Entities"). The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Nevada Revised Statutes Section 92A.150 and Florida Statutes Section 608.4381, is being submitted in accordance with Nevada Revised Statutes Section 92A.100 and Florida Statutes Section 608.438.

RECITALS

A. The Disappearing Entity, pursuant to its Articles of Organization as filed in the Office of the Secretary of State of Nevada, presently has issued and outstanding One Hundred (100) membership interest units.

B. The Surviving Entity, pursuant to its Articles of Organization as filed in the Office of the Secretary of State of Florida, presently has issued and outstanding Two Hundred Thousand (200,000) membership interest units.

C. The Managing Member of the Disappearing Entity and the Managing Member of the Surviving Entity deem it advisable that the Disappearing Entity be merged into the Surviving Entity, under and pursuant to the provisions of this Plan of Merger ("Plan") and in accordance with the applicable statutes of the States of Nevada and Florida ("Merger").

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the Constituent Entities hereby agree, pursuant to the applicable laws of the State of Nevada and the State of Florida, that the Disappearing Entity shall be, and it hereby is, as of the Effective Date of the Merger, merged into the Surviving Entity; and, that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete and are hereby incorporated herein.

2. Name and Jurisdiction of the Constituent Entities.

a. Disappearing Entity.

Name	Jurisdiction	Entity Type	Florida Document/ Registration Number
Abiel, LLC	Nevada	Limited Liability Company	N/A

b. Surviving Entity.

Name	Jurisdiction	Entity Type	Florida Document/ Registration Number
Jenmar Group, LLC	Florida	Limited Liability Company	L06000109284

3. Merger; Effectiveness. The name of the Surviving Entity shall be Jenmar Group, LLC, a Florida limited liability company, and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the Surviving Entity are expanded in the Articles of Organization of the Surviving Entity (as filed with the Secretary of State of Florida), from and after the Effective Date of the Merger; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Disappearing Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of Nevada.

4. Articles of Organization. From and after the Effective Date of the Merger, and until further amended as provided by the laws of the State of Florida, the Articles of Organization of the Surviving Entity shall be the Articles of Organization as filed with the Secretary of State of Florida.

5. Management. The name and business address of the Managing Member for the Surviving Entity is:

<u>Name</u>	<u>Address</u>
Mark T. McCool	4025 Cattlemen Road Unit 163 Sarasota, Florida 34233
Jeanine N. McCool	4025 Cattlemen Road Unit 163 Sarasota, Florida 34233

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TALLAHASSEE, FLORIDA

6. Distribution to Members of the Disappearing Entity. The manner and basis of making distribution to the Members of the Disappearing Entity, and the extinguishment or substitution for their membership interests, as the case may be, shall be as follows:

The Member of the Disappearing Entity shall surrender all of its membership interests in the Disappearing Entity to the Surviving Entity prior to the Effective Date of the Merger. Upon surrender to the Surviving Entity of all of its membership interests in the Disappearing Entity, said membership interests shall be cancelled. As the Member of the Disappearing Entity and the Member of the Surviving Entity are the only Members of both the Surviving Entity and the Disappearing Entity and own the same percentage of the membership interests issued and outstanding of both the Surviving Entity and the Disappearing Entity, no additional membership interests of the Surviving Entity will be issued in exchange for the membership interests of the Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date of the Merger, the Members will continue as the only Members of the Surviving Entity.

7. Satisfaction of Rights of Disappearing Entity Members. All membership interests in the Surviving Entity, into which membership interests in the Disappearing Entity shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted membership interests.

8. Effect of Merger.

a. On the Effective Date of the Merger, the Surviving Entity shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Disappearing Entity, and all property, real, personal and mixed, of the Disappearing

Entity and all debts due the Disappearing Entity on whatever account, as well as for membership interest subscriptions and all other things in action or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the Surviving Entity as they were of the Disappearing Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity. The Surviving Entity may record a certified copy of the Certificate of Merger in any county in which the Disappearing Entity holds an interest in real property.

b. If, at any time after the Effective Date of the Merger, the Surviving Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Entity the title to any property, rights, privileges, powers and franchises of the Disappearing Entity or otherwise carry out the provisions of this Agreement, the proper Manager or Managing Member of the Disappearing Entity last in office shall execute and deliver, upon the Surviving Entity's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Entity, and otherwise to carry out the provisions of this Agreement.

9. Filing with the Nevada and Florida Secretaries of State. The Disappearing Entity and the Surviving Entity shall cause their respective Manager, Managing Members, Members, President or other duly designated officer to execute Certificate of Merger in the form annexed to this Agreement, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in such Certificate of Merger and shall become an exhibit to such Certificate of Merger. Thereafter, such Certificate of Merger shall be delivered for filing by the Surviving Entity to the Nevada Secretary of State and the Florida Secretary of State. In accordance with Nevada Revised Statutes Section 92A.240 and Florida Statutes Section 608.4382(1)(f), the Certificate of Merger shall be deemed to be effective on the Effective Date of the Merger.

10. Termination; Abandonment. Notwithstanding the provisions hereof, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger as follows:

c. by mutual consent of the Managing Member of the Disappearing Entity and the Managing Member of the Surviving Entity; and

d. by either the Managing Member of the Disappearing Entity or by the Managing Member of the Surviving Entity if the Merger shall not have been effected on or before the Effective Date of the Merger.

In the event of termination of this Agreement and abandonment of the Merger as aforesaid, pursuant to this Section, written notice thereof forthwith shall be given by such Constituent Entity to the other and thereupon this Agreement and the Merger shall become void and of no effect, without any liability on the part of either of the Constituent Entities or their respective Officers, Managers and Members.

11. Amendment and Waiver. Either Constituent Entity, may, at any time prior to the Effective Date of the Merger, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement; provided, however, that after a favorable vote by the Members of a party hereto, any such action shall be taken by that party only if, in the opinion of its Managing Member or Managers so acting, such amendment or modification will not have a material and adverse effect on the benefits intended under this Agreement for the Members of such party and will not require re-solicitation of any proxies of such Members.

12. Counterparts. For the convenience of the parties and to facilitate any required filing, this Agreement may be executed in one or more counterparts (including by means of facsimile signature pages or electronically transmitted signature pages), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

[remainder of this page left intentionally blank]

IN WITNESS WHEREOF, each Constituent Entity has caused this Agreement to be executed by its appropriate duly authorized officer as of the date set forth above.

DISAPPEARING ENTITY:

Abiel, LLC, a Nevada limited liability company

By: Mark T. McCool
Mark T. McCool, a Managing Member

SURVIVING ENTITY:

Jenmar Group, LLC, a Florida limited liability company

By: Mark T. McCool
Mark T. McCool, a Managing Member

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